

PUBLIC

HCMO Notice of Material Change
Ambulnz Holdings, LLC d/b/a DocGo /
Hicuity Health, Inc.
Attachment No. 12

**ARTICLES OF INCORPORATION
OF
STEADYMD PHYSICIAN GROUP, P.C.**

SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

The undersigned natural person(s), each of whom is licensed to render the same type of professional service within this State, for the purpose of forming a professional corporation under the Professional Corporations Act of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation (which is hereinafter referred to as the Corporation") is: SteadyMD Physician Group, P.C.

ARTICLE TWO

The address, including street and number, if any, of the Corporation's initial registered office in this state is: 120 South Central Avenue, Clayton, Missouri 63105, St. Louis County.

The name of its initial agent at such address is C T Corporation System.

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the Corporation shall have authority to issue shall be: Thirty Thousand (30,000) shares of capital stock with par value \$0.001 per share.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

- (a) The Corporation may only issue shares of its capital stock to a Qualified Person as defined by §356.021, Revised Statutes of Missouri, as presently existing or hereafter amended;
- (b) No Transfer of shares may be made to a qualified person without the prior written consent of the Corporation;
- (c) No Shares may be transferred upon the books of the Corporation or issued by the Corporation until there is presented to and filed with the Corporation a certificate by the Missouri regulating board or agency which is charge by law with the licensing and regulation of the practice of medicine, stating that the person to whom the transfer is to be made or the shares issued is duly licensed to render professional medical services;

ORI-09122016-1139 State of Missouri
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Creation - For Profit (D)

P- ORI-08292016-2683

ARTICLE FOUR

The name and place of residence of the incorporator is as follows: Scott Soerries, MD, 12915 Des Peres Woods Drive, St. Louis, MO 63131.

ARTICLE FIVE

The number of directors to constitute the Board of Directors is two or fewer.

ARTICLE SIX

The duration of the Corporation is perpetual.

ARTICLE SEVEN

The Corporation is organized for the purpose of rendering professional medical services and services ancillary thereto in the field of medicine and to engage in anything permitted by and lawful for professional corporations under Section 356.061 of the Professional Corporations Act of Missouri, as amended from time to time, and to engage in any other lawful purpose and business permitted of professional corporations.

ARTICLE NINE

The Corporation shall have the power to indemnify its directors and officers, notwithstanding the provisions of Section 351.355 of the General Business Corporations Act of Missouri, as set forth below:

- (1) Definitions. As used in this Article Ten, any word or words that are defined in Section 351.355 of the General Business Corporations Act of Missouri, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.
- (2) Required Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) Additional Permissive Indemnification. In addition to indemnification of directors and officers as required under § 2 above, the Corporation may (but it is not required to) indemnify and advance expenses to a director or officer of the Corporation as to any expenses actually and reasonably incurred by him, including attorneys' fees, judgments, fines, and amounts paid in settlement in connection with any proceeding other than a proceeding brought by or in the right of the Corporation, if such director's or officer's conduct has not been finally adjudged by a court to have been knowingly fraudulent, deliberately dishonest, or willful misconduct, notwithstanding that the conduct of the director or officer was such that indemnification under § 2 above is not required and notwithstanding that the conduct of the director or officer was such

that indemnification would not, absent provisions of this Article Ten, be permitted under Section 351.355 of the Indemnification Section.

(4) **Determination Regarding Permissive Indemnification.** Any determination as to indemnification hereunder shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who are not parties to the proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

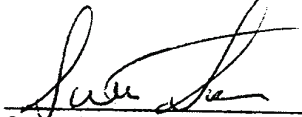
(5) **Indemnification of Employees and Agents.** With respect to an employee or agent, other than a director or officer, of the Corporation, except as to such indemnification as is required under the Indemnification Section, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE TEN

The power to make, alter, amend, or repeal the By-Laws of the Corporation shall be vested exclusively in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 25 day of August, 2016.

INCORPORATOR



Scott Soerries

STATE OF MISSOURI)

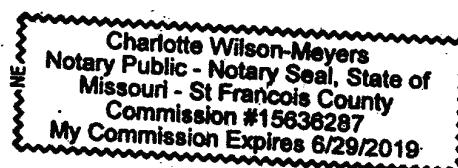
over
from

OF)

I, Charlotte Wilson-Meyers, a Notary Public, do hereby certify that on the 25th day of August 2016, personally appeared before me Dr. Soerries, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

Charlotte Wilson-Meyers Notary Public

My commission expires:



Jeremiah W. (Jay) Nixon
Governor
State of Missouri



Department of Insurance
Financial Institutions
and Professional Registration
John M. Huff, Director

Kathleen (Katie) Steele Danner, Division Director
DIVISION OF PROFESSIONAL REGISTRATION

STATE BOARD OF REGISTRATION FOR THE HEALING ARTS

3605 Missouri Boulevard
P.O. Box 4
Jefferson City, MO 65102-0004
573-751-0098
866-289-5753 TOLL FREE
573-751-3166 FAX
800-735-2966 TTY
website: <http://pr.mo.gov/healingarts.asp>

Connie Clarkston
Executive Director

TO: The Secretary of State of the State of Missouri:

This is to certify that each of the persons named below, as incorporators and/or shareholders of a proposed Professional Corporation named:

Steady MD Physician Group, PC

are duly licensed or registered to practice the profession of medicine in the State of Missouri.

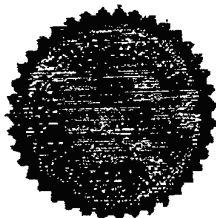
Name of Incorporator
Scott R Soerries, MD

Registration or License Number
R1J32

Date Licensed or Registered
August 18, 1988

Address City or Town
St. Louis, MO

Done at the City of Jefferson, this 19th day of August, 2016.



Licensure Department
Missouri State Board of Healing Arts

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION

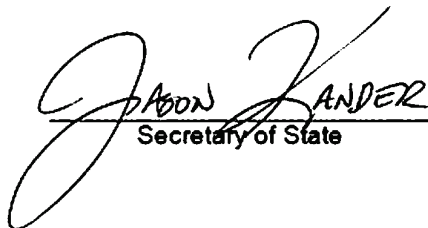
WHEREAS, Articles of Incorporation of

SteadyMD Physician Group, P.C.
P000714996

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of the Professional Corporation Law.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Professional Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 12th day of September, 2016.


Secretary of State



**BYLAWS
OF
STEADYMD PHYSICIAN GROUP, P.C.,
a Missouri professional corporation**

