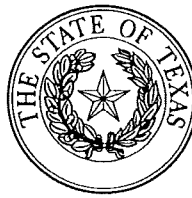


Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Jose A. Esparza
Deputy Secretary of State

Office of the Secretary of State

June 26, 2019

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: EMERGENCY MEDICINE RESIDENTS' ASSOCIATION
File Number: 78137801

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Jean Marchione

Fax: (512) 463-5709
TID: 10323

Dial: 7-1-1 for Relay Services
Document: 897593280002



Office of the Secretary of State

CERTIFICATE OF FILING OF

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION 78137801

The undersigned, as Deputy Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Deputy Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 06/25/2019

Effective: 06/25/2019



A handwritten signature in black ink, appearing to read "Jose A. Esparza".

Jose A. Esparza
Deputy Secretary of State

JUN 25 2019

Corporations Section

RESTATED CERTIFICATE OF FORMATION

FOR

EMERGENCY MEDICINE RESIDENTS' ASSOCIATION

ARTICLE I.

Emergency Medicine Residents' Association (the "Corporation"), pursuant to the provisions of Sections 3.057, 3.058, 3.059 and 3.061 of the Texas Business Organizations Code, hereby adopts a Restated Certificate of Formation which accurately copies its Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Certificate of Formation as hereinafter set forth, and which contains no other change in any provision thereof.

ARTICLE II.

The Articles of Incorporation of the Corporation and all amendments thereto that are in effect to date are amended by the Restated Certificate of Formation as follows:

A. Article Four is amended to clarify the purposes of the Corporation and to update references to the Internal Revenue Code.

B. Article Seven is amended to reference the Restated Certificate of Formation rather than the Articles of Incorporation.

C. Article Eight is amended to change the address of the registered office of the Corporation and to change the name of the registered agent of the Corporation.

D. Article Nine is amended to list the number, names, and addresses of the current directors of the Corporation rather than those of the initial directors.

E. Former Article Ten, setting forth the names and addresses of the incorporators, is deleted in its entirety, and former Article Eleven is renumbered new Article Ten and is amended to clarify certain references therein.

ARTICLE III.

This Restated Certificate of Formation and each amendment made herein has been approved and effected in conformity with the provisions of the Texas Business Organizations Code and the governing documents of the Corporation.

ARTICLE IV.

The Articles of Incorporation of Emergency Medicine Residents' Association, a Texas nonprofit corporation, and all amendments and supplements thereto, are hereby superseded by the following Restated Certificate of Formation which accurately copies the entire text thereof, as amended as set forth above:

**RESTATED CERTIFICATE OF FORMATION
OF
EMERGENCY MEDICINE RESIDENTS' ASSOCIATION**

ARTICLE ONE

The name of the corporation is EMERGENCY MEDICINE RESIDENTS' ASSOCIATION.

ARTICLE TWO

The corporation is a nonprofit corporation and shall have no capital stock.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized as a business league described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and for charitable, educational and scientific purposes. The corporation's primary purposes shall be to promote and improve the common business interests and conditions of emergency medicine residents and to serve as a voice for emergency medicine residents. The corporation shall have all additional powers which it may have and exercise under the Texas Nonprofit Corporation Law to the extent not inconsistent with its purposes and its status as a nonprofit organization described in Section 501(c)(6) of the Code.

ARTICLE FIVE

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the bylaws of the corporation.

ARTICLE SIX

No part of the income or principal of the funds or property of the corporation shall ever inure to the benefit of any member, director or officer of the corporation or to any "private shareholder or individual" as such term is described in Treasury Regulation section 1.501(a)-1(c),

nor shall the corporation engage in any activities which are unlawful under the laws of the United States of America or the State of Texas or any other State.

ARTICLE SEVEN

This Restated Certificate of Formation may be amended, restated or repealed from time to time by the affirmative vote of a two-thirds (2/3) majority of the members of the corporation who are present and voting, either in person or by proxy, at any duly called and constituted meeting of the corporation at which a quorum is present.

ARTICLE EIGHT

The street address of the current registered office of the corporation is 4950 West Royal Lane, Irving, Texas 75063, and the name of its current registered agent at such address is Cathey Wise, CAE.

ARTICLE NINE

The number of directors constituting the current Board of Directors of the corporation is fifteen (15) and the names and addresses of the persons who are currently serving as directors of the corporation are as follows:

Omar Maniya, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Hannah Hughes, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Zach Jarou, MD
4950 West Royal Lane
Irving, Texas 75063

Tommy Eales, DO
4950 West Royal Lane
Irving, Texas 75063

Nathan Vafaie, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Karina Sanchez, MD
4950 West Royal Lane
Irving, Texas 75063

Erik Blutinger, MD, MSc
4950 West Royal Lane
Irving, Texas 75063

Sara Paradise Dimeo, MD
4950 West Royal Lane
Irving, Texas 75063

Eric McDonald, MD
4950 West Royal Lane
Irving, Texas 75063

Nick Salerno, MD
4950 West Royal Lane
Irving, Texas 75063

Angela Cai, MD, MBA
4950 West Royal Lane
Irving, Texas 75063

Greg Tanquary, DO, MBA
4950 West Royal Lane
Irving, Texas 75063

Venkat Subramanyam, MD
4950 West Royal Lane
Irving, Texas 75063

Corey McNeilly
4950 West Royal Lane
Irving, Texas 75063

Scott Pasichow, MD, MPH
4950 West Royal Lane
Irving, Texas 75063

ARTICLE TEN

To the fullest extent permitted by Texas law, no director of the corporation shall be liable to the corporation or its members for monetary damages for an act or omission in such director's capacity as a director of the corporation except for liability arising out of (a) any breach of such director's duty of loyalty to the corporation or its members; (b) acts or omissions of such director which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) a transaction from which such director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such director's office; or (d) an act by or omission of such director for which the liability of a director is expressly provided for by statute. The foregoing elimination of liability to the corporation and its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the certificate of formation or bylaws of the corporation, contract, agreement, or vote of members and/or disinterested directors or otherwise.

IN WITNESS WHEREOF, this Restated Certificate of Formation has been executed on this 24th day of June, 2019, by the undersigned officer, thereunto duly authorized.

EMERGENCY MEDICINE RESIDENTS'
ASSOCIATION

By: Cathey Wise
Cathey Wise, Executive Director