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State of Idaho

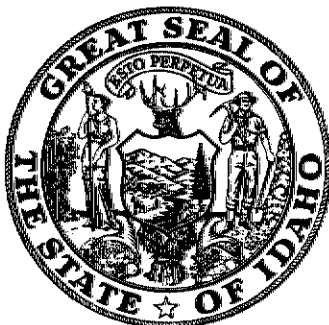
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of IDAHO EYE, P.A., an Idaho corporation, into KENNETH W. TURLEY, M.D., P.A., an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: August 20, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lucy I. Clark

AUG 20 8 35 AM '92
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER
OF
IDAHO EYE, P.A.
AND
KENNETH W. TURLEY, M.D., P.A.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

ARTICLE I

Plan of Merger

The Plan of Merger attached hereto as Exhibit "A" was approved by the shareholders of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act.

ARTICLE II

Shares Outstanding

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote</u>
Idaho Eye, P.A.	10	Common	10
Kenneth W. Turley, M.D., P.A.	10	Common	10

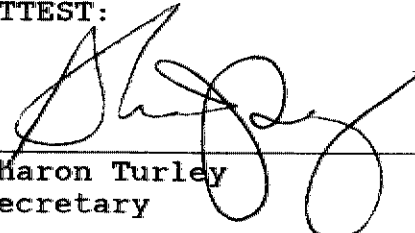
ARTICLE III

Voting of Shares

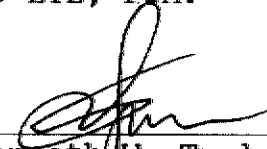
As to each of the undersigned corporations, all shares
voted unanimously in favor of such Plan.

DATED this 31 day of May, 1992.

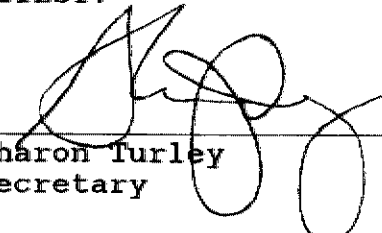
ATTEST:


Sharon Turley
Secretary

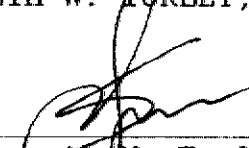
IDAHO EYE, P.A.

By: 
Kenneth W. Turley
President

ATTEST:


Sharon Turley
Secretary

KENNETH W. TURLEY, M.D., P.A.

By: 
Kenneth W. Turley
President

1538.1T/DWSD

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Bonneville)

I, Dale W. Storer, a notary public, do hereby certify that on this 31st day of May, 1992, personally appeared before me, Kenneth W. Turley and Sharon Turley, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Idaho Eye, P.A., and Kenneth W. Turley, M.D., P.A., and that they signed the foregoing document as President and Secretary of said corporations, and that the statements therein contained are true.

Dale Storer
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-9-93

(SEAL)

PLAN OF MERGER
OF
IDAHO EYE, P.A.
AND
KENNETH W. TURLEY, M.D., P.A.

ARTICLE I

Merger

Idaho Eye Incorporated shall merge into and become a part of Kenneth W. Turley, M.D., P.A. The merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Idaho pursuant to Section 30-1-74 of the Idaho Code.

ARTICLE II

Name and Continued Corporate Existence
of Surviving Corporation

Kenneth W. Turley, M.D., P.A., is to survive this merger and continue thereafter as the surviving corporation, provided it shall amend its Articles of Incorporation to change the corporate name to Idaho Eye Center, P.A. Its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Idaho Eye, P.A., shall be wholly merged into Kenneth W. Turley, M.D., P.A. Accordingly, on the merger date, the separate existence

of Idaho Eye, Inc., except insofar as continued by statute, shall cease.

ARTICLE III

Governing Law

The laws of the State of Idaho shall govern the surviving corporation.

ARTICLE IV

Articles of Incorporation

From and after the merger date, the Articles of Incorporation of Kenneth W. Turley, M.D., P.A., as amended, pursuant to Article II herein, shall be and become the Articles of Incorporation of the surviving corporation until the same shall be altered, amended or repealed or until new Articles of Incorporation shall be adopted in accordance with the Idaho Business Corporation Act and the Professional Service Corporation Act.

ARTICLE V

Bylaws

From and after the merger date, the Bylaws of Kenneth W. Turley, M.D., P.A., shall be and become the Bylaws of the surviving corporation, until the same shall be altered, amended or repealed or until new Bylaws shall be adopted, in accordance with the Idaho Business Corporation Act and the Professional Service Corporation Act.

ARTICLE VI

Directors and Officers

The directors and officers of the surviving corporation as of the date of merger shall be the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified pursuant to the Articles of Incorporation and Bylaws of the surviving corporation. In the event of any vacancy in the officers or directors shall occur after the merger date, such vacancy shall be filled in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation.

ARTICLE VII

Annual Meeting of Shareholders

The first annual meeting of shareholders of the surviving corporation after the merger date shall be the annual meeting provided by the Bylaws of the surviving corporation for the year 1992.

ARTICLE VIII

Capital Stock of Surviving Corporation

The capitalization of the surviving corporation upon the merger date shall be as set forth in the Articles of Incorporation of the surviving corporation.

ARTICLE IX

Conversion of Securities on Merger

Each issued share of common stock of Kenneth W. Turley, M.D., P.A., shall, on the merger date, continue to be issued shares of common stock of the surviving corporation.

Each issued share of stock of Idaho Eye, P.A., including shares held in the treasury of such corporation, shall, on the merger date, be converted into one share of common stock of the surviving corporation. The shareholders of Idaho Eye, Inc. shall, within 30 days after the effective date of the merger, surrender all certificates evidencing any shares in said corporation to the secretary of the surviving corporation and upon the surrender of all such issued shares, the secretary of the surviving corporation shall issue new share of the surviving corporation in the manner set forth above.

ARTICLE X

Assets and Liabilities

On the merger date, all property, real, personal or of any other kind or nature and all accounts receivable, notes, indentures, or other debts of any kind owing to either of the constituent corporations as well as any stock subscriptions or any other choices of action and all and every interest of any kind or nature of or belonging to either of the constituent corporations shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed. All title to real estate or any other interest in real estate, whether vested by deed or otherwise in either of the constituent corporations, shall not revert or be in any way impaired by reason of the merger and shall immediately deemed to be the property of the surviving corporation, provided, however, that all rights of creditors and all liens upon the property of either of the constituent

corporations shall be preserved unimpaired. All debts, liabilities, obligations and duties of the respective constituent corporations shall thence forth be assumed and attached to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted directly by it. Any action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in place of either of the constituent corporations. Idaho Eye, P.A., shall, when requested by the surviving corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all deeds and instruments, and will take or cause to be taken all such further or other action, as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation or its successors or assigns, title to and possession of the aforesaid property and rights and to otherwise fully carry out the intent and purposes of this merger.

XI

Resident Agent

The resident agent of Idaho Eye, P.A., shall be the resident agent of the surviving corporation.

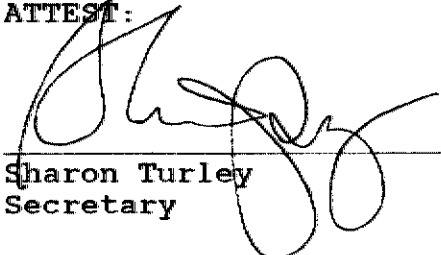
XII

Right to Amend Articles of Incorporation

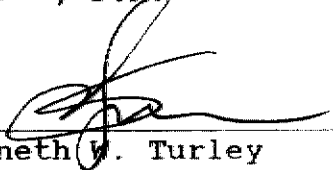
The surviving corporation reserves the right to amend, alter, change or repeal its Articles of Incorporation in the manner now or hereafter prescribed by statute or otherwise authorized by law. All rights and powers conferred in the Articles of Incorporation on shareholders, directors or officers of the surviving corporation, or any other person whomsoever shall remain in full force and effect.

DATED this 31 day of May, 1992.

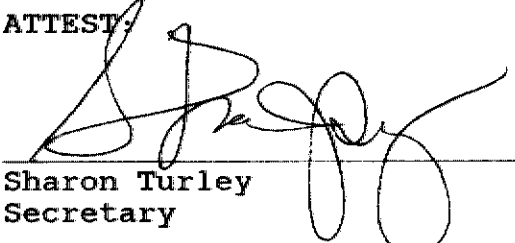
ATTEST:


Sharon Turley
Secretary

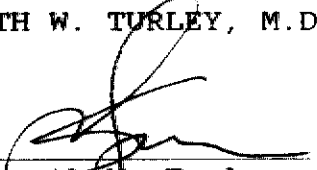
IDAHO EYE, P.A.

By: 
Kenneth W. Turley
President

ATTEST:


Sharon Turley
Secretary

KENNETH W. TURLEY, M.D., P.A.

By: 
Kenneth W. Turley
President

1538.1U/DWSD

RESOLUTION AUTHORIZING AMENDMENT OF
ARTICLES OF INCORPORATION AND MERGER -
IDAHO EYE INC.

WHEREAS, pursuant to Idaho Code Section 30-1-44 and 30-1-145, the Directors and Shareholders of any domestic corporation are authorized to take certain actions without calling a special meeting, upon unanimous approval by all of the shareholders and directors, unless otherwise prohibited by the Articles of Incorporation;

WHEREAS, the Articles of Incorporation of Idaho Eye Incorporated contain no restrictions with respect to such actions;

WHEREAS, the undersigned are all of the directors and shareholders of Idaho Eye Incorporated;

WHEREAS, the undersigned desire to amend the Articles of Incorporation of Idaho Eye Incorporated in order to change such corporation from a general business corporation to a professional corporation and to effectuate a merger of Idaho Eye Incorporated into Kenneth W. Turley, M.D., P.A., a professional association;

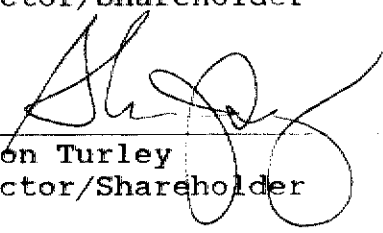
NOW, THEREFORE, be it hereby resolved:

1. That the Articles of Incorporation of Idaho Eye Incorporated be amended and restated in the form attached hereto as Exhibit "A".

2. That Idaho Eye Incorporated merge with Kenneth W. Turley, M.D., P.A., a professional association pursuant to the Articles of Merger and Plan of Merger attached hereto as Exhibit "B".

DATED this 31 day of May, 1992.



Kenneth W. Turley
Director/Shareholder

Sharon Turley
Director/Shareholder

1538.1S/DWSD

RESOLUTION AUTHORIZING AMENDMENT OF
ARTICLES OF INCORPORATION AND MERGER -
KENNETH W. TURLEY, M.D., P.A.

WHEREAS, pursuant to Idaho Code Section 30-1-44 and 30-1-145, the Directors and Shareholders of any domestic corporation are authorized to take certain actions without calling a special meeting, upon unanimous approval by all of the shareholders and directors, unless otherwise prohibited by the Articles of Incorporation;

WHEREAS, the Articles of Incorporation of Kenneth W. Turley, M.D., P.A., contain no restrictions with respect to such actions;

WHEREAS, the undersigned are all of the directors and shareholders of Kenneth W. Turley, M.D., P.A.;

WHEREAS, the undersigned desire to amend the Articles of Incorporation of Kenneth W. Turley, M.D., P.A., to change the name of such corporation to Idaho Eye Center, P.A., and to effectuate a merger of Idaho Eye Incorporated into Kenneth W. Turley, M.D., P.A., a professional association;

NOW, THEREFORE, be it hereby resolved:

1. That the Articles of Incorporation of Kenneth W. Turley, M.D., P.A., be amended and restated in the form attached hereto as Exhibit "A".

2. That Idaho Eye Incorporated merge with Kenneth W. Turley, M.D., P.A., a professional association

pursuant to the Articles of Merger and Plan of Merger attached
hereto as Exhibit "B".

DATED this 31 day of May, 1992.



Kenneth W. Turley
Director/Shareholder



Sharon Turley
Secretary

1538.1X/DWSD