



CERTIFICATE OF INCORPORATION
OF

GEORGE R. BAKER, M.D., P.A.

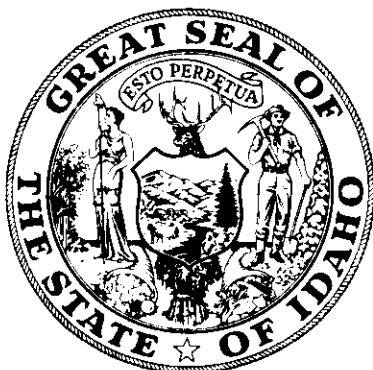
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GEORGE R. BAKER, M.D., P.A.

, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ July 25 _____, 19 80 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 25 4 56 PM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

GEORGE R. BAKER, M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is GEORGE R. BAKER, M.D., P.A.

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine therein.

2. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any Amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the corporation shall be 316 West Bannock Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is George R. Baker, M.D.

ARTICLE V

The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the corporation shall be authorized to issue shall be 50,000 shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such corporation and shall be non-assessable when paid in full.

None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Idaho.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George R. Baker	916 Braemere Road Boise, Idaho 83702

ARTICLE VII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any time stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; PROVIDED, HOWEVER, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; PROVIDED, HOWEVER, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan;
- (2) a profit-sharing plan;
- (3) a stock bonus plan;
- (4) a thrift and savings plan;
- (5) a restricted stock option plan; or
- (6) other retirement or incentive compensation plans.

ARTICLE VIII

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I, the incorporator and organizer, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, hand and seal this 25 day of July, 1980.

George R. Baker, M.D.
George R. Baker, M.D.

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of July, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE R. BAKER, M.D., known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Paul T. David
Notary Public for Idaho
Residing at Boise, Idaho