

FILED EFFECTIVE

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**ARTICLES OF INCORPORATION
OF
DR. CHASE C. WILLIAMS, P.C.**

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Professional Services Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following Articles of Incorporation.

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation shall be Dr. Chase C. Williams, P.C. (hereinafter referenced as "Practice").

**ARTICLE II.
PURPOSE OF CORPORATION**

The Practice is organized to engage in the business of rendering the professional services to the public that a physician and surgeon, duly licensed under the laws of the state of Idaho, shall be authorized to render. Such professional services shall be rendered through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this state. In addition, the Practice may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real or personal property necessary for the rendering of professional services.

**ARTICLE III.
TYPE OF CORPORATION**

The Practice shall elect to operate as a subchapter S Corporation pursuant to § 1362 of the Internal Revenue Code.

**ARTICLE IV.
AUTHORIZED SHARES**

The Practice is authorized to issue one thousand (1,000) shares of stock.

**ARTICLE V.
REGISTERED AGENT**

The Board of Directors shall designate a registered agent. The initial registered agent shall be Chase C. Williams, 502 N. 2nd Avenue, Ste 3, Sandpoint ID 83864.

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**ARTICLE VI.
INCORPORATOR**

The incorporator is Chase C. Williams whose address is 502 N. 2nd Avenue, Sandpoint ID 83864.

**ARTICLE VII.
COMPANY MAILING ADDRESS**

The initial Company mailing address is 502 N. 2nd Avenue, Sandpoint ID 83864.

**ARTICLE VIII.
MANAGEMENT**

Practice management shall be vested in the Board of Directors. The Board of Directors shall be elected by the shareholders at the annual meeting. The shareholders are limited to (a) electing Directors; (b) adopting and modifying the Bylaws; and (c) modifying the Articles of Incorporation.

**ARTICLE IX.
BOARD OF DIRECTORS**

The Company shall have no less than two (2) Directors unless one hundred percent (100%) of the shares are held by a single shareholder, in which case there may be one (1) Director. A Director shall be a licensed physician. The Board shall meet no less often than annually.

**ARTICLE X.
DIRECTORS**

The initial Director is: Chase C. Williams, 502 N. 2nd Avenue, Sandpoint ID 83864.

**ARTICLE XI.
OFFICERS**

The Board of Directors shall elect the Officers. There shall be a President and a Secretary/Treasurer. If there is only one Director, the sole Director may hold all offices.

**ARTICLE XII.
LIMITATION ON TRANSFER OF SHARES.**

No shareholder may sell or transfer his shares in the Practice except to a shareholder who is eligible to be a shareholder in the Practice pursuant to Idaho Code § 30-1304 and who has been approved by a majority of the remaining shareholders at a duly called meeting of the shareholders, or by unanimous written consent of the remaining shareholders.

ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS


The Practice shall indemnify its Officers and Directors from personal liability as the word "liability" is defined Idaho Code § 30-1-850(5). The terms of indemnification shall be consistent with the standards for liability set forth in Idaho Code § 30-1-831. Directors shall be liable to the Practice for unlawful distributions as set forth in Idaho Code § 30-1-833, Idaho Code. The Practice, acting through its Board of Directors, may indemnify employees, agents, trustees and other personnel operating for or on behalf of the Practice. No Officer, Director, or other person shall benefit from indemnification where the action or failure of action constituted (a) an intentional infliction of harm on the Practice or its shareholders, or (b) was an intentional violation of criminal law. Indemnification shall include the permissible indemnification set forth in Idaho Code § 30-1-851 and the mandatory indemnification including indemnification against all reasonable expenses incurred in the connection with any legal proceeding.

ARTICLE XIV. INDEMNIFICATION OF PRACTICE BY PHYSICIAN

Notwithstanding Article XIII above, the Physician/Shareholder shall indemnify and hold the Practice harmless against claims brought against the physician in the performance of his professional medical practice in any amount that exceeds the Physician/Shareholder's professional liability insurance limits, whether the professional liability insurance is carried by the Physician personally and/or by the Practice on behalf of the Physician.

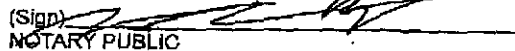
ARTICLE XV. MODIFICATION

These Articles may be amended upon (a) a resolution of the Board of Directors; (b) adoption of the resolution by the shareholders at a duly called meeting of the shareholders; and (c) by the vote of a majority of the shares present and voting, or voted by proxy at said duly called meeting.


Chase C. Williams, Incorporator

STATE OF IDAHO)
COUNTY OF BONNER) ss.

On this 18 day of DEC, in the year of 20 14, before me, a Notary Public for the state of Idaho, personally appeared Chase C. Williams, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) 
NOTARY PUBLIC
Residing at: SAGE 10944
My commission expires: 11/19/20

