

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**DRS. KUNZ & HOLGATE, CHARTERED (GENERAL DENTISTRY)**

was filed in the office of the Secretary of State on the **25th** day  
of **April** A.D., One Thousand Nine Hundred **seventy-five** and  
will be  
/ duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of  
Idaho, and that the said articles contain the statement of facts required by Section 30-103,  
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates  
and successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**Perpetual Existence** from the date hereof, with its registered office in this State located at

**St. Anthony, Idaho**

in the County of **Freemont**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **25th** day of **April**,  
A.D., 19 **75**.

Pete T. Cenarrusa

Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
of  
DRS. KUNZ & HOLGATE, CHARTERED  
(General Dentistry)

THE UNDERSIGNED, who are duly licensed to practice the profession of dentistry in the State of Idaho, desire to form a professional service corporation pursuant to the Idaho Professional Service Corporation Act for the purpose of rendering dentistry services, and adopt the following articles of incorporation for such corporation:

ARTICLE ONE  
NAME

The name of the corporation shall be: Drs. Kunz & Holgate, Chartered (General Dentistry).

ARTICLE TWO  
PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE THREE  
PURPOSES AND POWERS

Section 1. Purposes. The purposes for which this corporation is organized are as follows:

- (1) To engage in the general practice of dentistry;
- (2) To engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose or which are incidental or connected therewith.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho General Business Corporation Act, Idaho Code §30-114, and in

addition thereto the following:

- (a) Employee plans. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees including directors and officers of this corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, from the profits of this corporation as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.
- (b) Investments. The corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.

#### ARTICLE FOUR STOCK

Section 1. Shareholders. Shareholders can only be individuals duly licensed to practice dentistry in the State of Idaho, who are actively practicing the profession of dentistry in the State of Idaho.

Section 2. Description of Classes of Shares. There shall be one class of shares, all of which shall be common shares.

Section 3. Number of Shares. The aggregate number of shares which this corporation shall have authority to issue is 250 shares with a par value of \$100.00 per share, for an aggregate par value of \$25,000.00. No capital stock shall be issued to anyone other than an individual who is duly licensed to practice dentistry in the State of Idaho.

Section 4. Voting rights. Each share shall have equal voting rights; each share entitles the holder to one vote. The voting rights associated with each share may not be voted by proxy, and no shareholder shall enter into a voting trust agreement nor any other type of agreement vesting another person with authority to exercise the voting power of any or all of his stock.

Section 5. Limitation on Voting and Dividend Rights. If any stockholder becomes legally disqualified to render professional services within the State of Idaho or accepts employment that pursuant to existing law places restrictions or limitations upon his continued rendering of dentistry services, or upon the death or adjudication of incompetency or retirement of any stockholder, the shares owned by such stockholder shall cease to have voting rights or dividend rights and shall be redeemed or transferred as the board of directors may direct. The board of directors shall be bound to honor any cross purchase agreement for the purchase of such shares by other then-existing shareholders of the corporation.

Section 6. Limitation on Transfer of Shares. No shareholder may sell or

transfer his shares except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting especially called for such purpose. At such shareholders' meeting, the shares of stock held by the shareholder proposing the sale or transfer of his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted. If all the shareholders have entered into a buy-sell agreement with regard to such stock, approval for the sale of such stock must be given in accordance with such buy-sell agreement.

Section 7. Non-Assessable. Shares of this corporation shall not be subject to assessment.

Section 8. Consideration for Shares. Shares of this corporation shall be issued only for cash in an amount not less than the aggregate par value of the shares being issued or for consideration other than cash, the fair value of which to the corporation is not less than the aggregate par value of the shares to be issued.

ARTICLE FIVE  
PROVISION FOR REGULATION  
OF CORPORATION'S INTERNAL AFFAIRS

Section 1. Meeting of Shareholders and Directors. The meetings of the shareholders and directors of this corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its shareholders. The power to amend or

repeal bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of the holders of two-thirds of the shares outstanding shall be necessary to exercise the power. The code of bylaws may contain provisions for the regulation of management of this corporation which are consistent with the Idaho Business Corporation Act and the Idaho Professional Service Corporation Act.

ARTICLE SIX  
REGISTERED OFFICE

The initial registered office in the State of Idaho for this corporation has the post office address of and is located at 220 E. Main, St. Anthony, Idaho.

ARTICLE SEVEN  
INFORMATION ON INCORPORATORS

The name and post office address of the incorporators and the number and class of shares for which they have subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Neil L. Kunz	220 E. Main, St. Anthony, Idaho	1
Dan E. Holgate	220 E. Main, St. Anthony, Idaho	1

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation, executed the articles of incorporation in triplicate and certified to the truth of the facts herein stated, and do hereby subscribe to the number of shares hereinbefore set forth this 23 day of <sup>April</sup>~~March~~, 1975.

Neil L. Kunz  
Neil L. Kunz  
Dan E. Holgate  
Dan E. Holgate

STATE OF IDAHO     )  
                              ) ss.  
County of Fremont    )

I, THE UNDERSIGNED, Notary Public duly commissioned to take acknowledgments and administer oath in the State of Idaho, certify that on this 23 day of ~~March~~ <sup>April</sup>, 1975, before me, personally appeared NEIL L. KUNZ and DAN E. HOLGATE, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truth of the facts therein stated.

WITNESS my hand and notary seal this 23 day of ~~March~~ <sup>April</sup> 1975.

(Seal)

Winston V. Beard  
Notary Public for State of Idaho  
Residing at:  
My Commission Expires:

WINSTON V. BEARD - NOTARY PUBLIC  
RESIDING AT IDAHO FALLS, IDAHO  
MY COMMISSION EXPIRES 6-4-76