



# ARTICLES OF INCORPORATION (Professional Service Corporation)

## FILED EFFECTIVE

2014 MAY -5 PM 2: 22

The undersigned, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following articles of incorporation:

SECRETARY OF STATE  
STATE OF IDAHO

Article 1: The name of the professional corporation shall be:

M.J. Wine DDS, P.C.

Article 2: The corporation is organized for the practice of the profession(s) of: Dentistry

Article 3: The number of shares the corporation is authorized to issue is: 100

Article 4: The street address of the registered office is: 6797 Shire Ridge Dr., Driggs, Idaho, 83455

and the registered agent at such address is: Michael J. Wine

Article 5: The name and address of the incorporator are:

Michael Wine DDS, 6797 Shire Ridge Dr., Driggs, Idaho, 83455

Article 6: The mailing address of the corporation shall be:

6797 Shire Ridge Dr., Driggs, Idaho, 83455

Optional articles:

Signature of at least one incorporator

Signature

Typed Name Michael J. Wine

Signature

Typed Name

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

05/06/2014 05:00

CK:2242 CT:243482 BH:1423446

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Revised 07/2002

Web Form

C202107

## STATEMENT OF MERGER

2014 MAY -5 PM 2: 23

SECRETARY OF STATE  
STATE OF IDAHO

The following statement of merger is submitted in accordance with Title 50, Chapter 18, Part 2 of the Idaho Code (the "Code").

**First:** The name and jurisdiction of the **surviving** corporation is M.J. Wine DDS, P.C., an Idaho Professional Corporation.

**Second:** The name and jurisdiction of the **merging** corporation is M.J. Wine DDS, Inc. an Ohio Professional Corporation.

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Statement of Merger is filed with the Idaho Department of State.

**Fifth:** Adoption of Merger by **surviving** corporation. The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on 4/25/14, in accordance with the Code.

**Sixth:** Adoption of Merger by **merging** corporation. The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation on 4/25/14, in accordance with the laws of the State of Ohio, which is the jurisdiction of the merging corporation.

**Seventh:** The surviving corporation is being created by this merger and it is a domestic filing professional corporation whose articles of incorporation are attached hereto.

Merging Corporation

Surviving Corporation

M.J. Wine DDS, Inc.

M.J. Wine DDS P.C.

By: [Signature]

By: [Signature]

Name: MICHAEL J. WINE DDS

Name: MICHAEL J. WINE DDS

Title: PRESIDENT

Title: PRESIDENT

IDAHO SECRETARY OF STATE  
05/06/2014 05:00  
CK:2242 CT:243482 BH:1423446  
1@ 30.00 = 30.00 STMT MERGE #2

C202107

# PLAN OF MERGER

The following plan of merger is submitted in compliance with Title 30, Chapter 18, Part 2 of the Idaho Code (the "Code").

**First:** The **surviving** corporation is being created in the merger and its name and jurisdiction are M.J. Wine DDS, P.C., a professional corporation organized and existing under the laws of the State of Idaho.

**Second:** The name and jurisdiction of the **merging** corporation is M.J. Wine DDS, Inc., a professional corporation organized and existing under the laws of the State of Ohio.

**Third:** The terms and conditions of the merger are as follows:

- A. M.J. Wine DDS, P.C. becomes the surviving corporation
- B. M.J. Wine DDS, P.C. acquires all of M.J. Wine DDS, Inc. assets and liabilities as well as all of its stock.
- C. The merging and surviving entities boards are comprised of the same natural people and will become the surviving corporation's new board.
- D. M.J. Wine DDS, P.C., the surviving corporation, board hereby approves the attached articles of incorporation and bylaws.

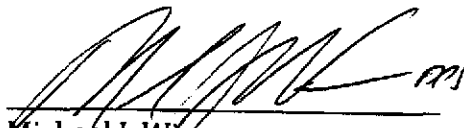
**Fourth:** Consent is hereby given by M.J. Wine DDS, P.C. to be sued and served with process in the State of Ohio and the secretary of state is hereby irrevocably appointed as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the surviving corporation any obligation of the merging corporation;

## ATTACHMENTS:

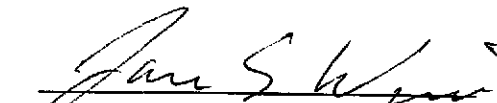
Proposed Articles of Incorporation [REDACTED] of M.J. Wine DDS, P.C.

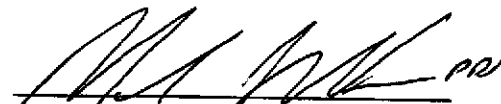
This plan is hereby adopted and approved by the sole shareholder and the board of directors of both M.J. Wine DDS, P.C. and M.J. Wine DDS, Inc. on this 25 day of APRIL, 2014.

Sole Shareholder

  
Michael J. Wine

Board of Directors and Officers

  
Jane S. Wine, Secretary

  
Michael J. Wine