

FILED

17 11 1999

ARTICLES OF INCORPORATION

OF

RUSSELL M. KOCEMBA, M.D., P.A.

IDAH0 SECRETARY OF STATE

02/17/1999 09:00
EX: 17562 CI: 22597 BH: 18818

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The undersigned natural person of the age of 18 or more, acting as incorporator of a professional corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such professional corporation:

ARTICLE I

The name of the corporation is RUSSELL M. KOCEMBA, M.D., P.A., and its duration shall be perpetual.

ARTICLE II

The address of the initial registered office of this corporation in the state of Idaho shall be 1213 Bella Street, Boise, Idaho, and the name of the initial registered agent at that address shall be Russell M. Kocemba, M.D., P.A.

ARTICLE III

The corporation is organized for the sole and specific purpose of rendering professional service and shall have as its shareholders only natural persons who, themselves, are duly licensed or otherwise legally authorized within the state of Idaho to render professional services as medical doctors. The corporation may engage in all lawful activities for which professional corporations may be organized under the Idaho Professional Service Corporation Act.

ARTICLE IV

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as the initial director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Name

Address

Russell M. Kocemba, M.D.

1213 Bella St.
Boise, Idaho 83702

ARTICLE V

The aggregate number of shares that this corporation shall have authority to issue shall be 1,000 at no par value.

ARTICLE VI

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Bart W. Harwood	702 West Idaho St., Suite 700 Boise, Idaho 83702

17th IN WITNESS WHEREOF, I have hereunto set my hand this
day of February, 1999.


Bart W. Harwood