

49349

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY SURGERY CLINIC, 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 the above named corporation, 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: August 7, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Hunt

ARTICLES OF INCORPORATION

MAGIC VALLEY SURGERY CLINIC, P.A.

SECRETARY OF STATE

JUL 15 3 36 PM '92

SECRETARY OF STATE

We, the undersigned, natural persons ~~over~~ the age of eighteen (18) years and legally authorized to practice medicine within the state of Idaho, do hereby form a professional corporation under the laws of the state of Idaho, as contained in Chapter 13 of Title 30 of the Idaho Code, entitled "Professional Service Corporation Act," and to that end do hereby certify:

ARTICLE I

NAME

The name of said corporation shall be Magic Valley Surgery Clinic, P.A.

ARTICLE II

PURPOSE AND POWERS

The purposes for which the corporation is organized are:

A. To engage in the general practice of medicine as a professional corporation as the same is now, or as it may hereafter be defined by statute, rule and regulation;

B. To invest funds in real property, personal property, mortgages, stocks, bonds or any other type of investments and to own or lease real or personal property necessary for the rendering of such professional services;

C. To engage in such other businesses or professions as may be authorized or permitted by the Professional Service Corporation Act (Chapter 13 of Title 30 of the Idaho Code), and to the extent not inconsistent with the foregoing as may be permitted by the

Idaho Business Corporation Act (Chapter 1 of Title 30 of the Idaho Code).

ARTICLE III

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the state of Idaho shall be located at 496 C Shoup Avenue West, Twin Falls, Idaho, 83301, in the county of Twin Falls. Dr. Bruce C. McComas shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 5,000, all of which shall have a par value of \$1.00 per share.

ARTICLE VI

INCORPORATORS

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
Dr. Bruce C. McComas	496 C Shoup Avenue West Twin Falls, Idaho 83301
Dr. Stephen E. Schmid	496 C Shoup Avenue West Twin Falls, Idaho 83301

ARTICLE VII

MANAGEMENT

The business of the corporation shall be managed by a board of two (2) directors. Each director shall hold office for the term

for which he was named or elected and until his successor is elected and qualified.


There shall be two (2) directors on the initial Board and they shall be Dr. Bruce C. McComas; whose address is 496 C Shoup Avenue West, Twin Falls, Idaho 83301; and Dr. Stephen E. Schmid; whose address is 496 C Shoup Avenue West, Twin Falls, Idaho 83301; who shall respectively serve as President and Secretary-Treasurer of the corporation. Each person shall serve as a director until their respective successor is elected and qualified.

ARTICLE VIII


BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hand this 14th day of July, 1992.



Dr. Bruce C. McComas



Dr. Stephen E. Schmid

STATE OF IDAHO)

County of Twin Falls)

ss.

On the 14th day of July, 1992, before me, a Notary Public, in and for said County and State, personally appeared Dr. Bruce C. McComas, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls

My commission expires: 8, 1995

STATE OF IDAHO)

) ss.

County of Twin Falls)

On the 14th day of July, 1992, before me, a Notary Public, in and for said County and State, personally appeared Dr. Stephen E. Schmid, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls

My commission expires: 8, 1995

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MAGIC VALLEY SURGERY CENTERS

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570 Shoup Avenue West
Twin Falls, Idaho 83301
(208) 733-1662

SECRETARY OF STATE

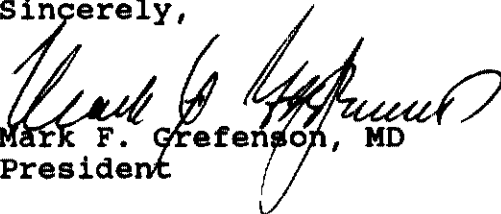
July 30, 1992

John Fitzgerald, Attorney
142 3rd Ave. N.
Twin Falls, ID 83301

Dear Mr. Fitzgerald:

In response to your query of the use of the name Magic Valley Surgery Clinic for the corporation being formed by Doctors McComas and Schmid, I should like to state that Magic Valley Ear, Nose and Throat Assoc., P.A. has no objection to the use of that term although the name is close to the name of our ambulatory surgery center. We have no objection whatsoever to the name chosen by Drs. McComas and Schmid for their corporation.

Sincerely,



Mark F. Grefenson, MD
President

MG/ak