



CERTIFICATE OF INCORPORATION
OF

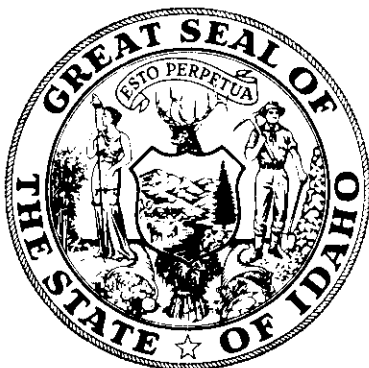
JAMES M. PROCHASKA, M.D., P.A.

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 _____
JAMES M. PROCHASKA, M.D., P.A.

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: July 1, 1992



SECRETARY OF STATE

by: _____

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SECRETARY OF
ARTICLES OF INCORPORATION

OF

JAMES M. PROCHASKA, M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being legally competent, and a natural person of full age and a citizen of the United States, and a physician licensed to practice medicine under the laws of the State of Idaho, for the purpose of forming a professional service corporation under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby adopt the following Articles of Incorporation:

FIRST

The name of the corporation shall be: JAMES M. PROCHASKA, M.D., P.A.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To render professional service in the field of the practice of medicine to the public by persons specifically licensed under the laws of the State of Idaho as physicians for the purpose of engaging in the practice of medicine. Such person shall practice the profession in accordance with the rules for professional conduct promulgated by the laws of the State of Idaho and the ethics prescribed for the practice of medicine.

(b) The corporation may not engage in any business other than the rendering of the professional services of the practice of medicine as herein otherwise set forth, provided, however, this corporation, by and through its officers and directors, shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks, and like securities, bonds or any other type of investments and in real estate and personal property that may be necessary for the rendering of the professional services of the corporation, and within the limitations of paragraphs Second (a) and (b), to use the powers of the following Sections (c) through (g).

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(e) To acquire by purchase, subscription or otherwise and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(f) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof.

(g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

(h) To acquire, hold, sell, re-issue or cancel any shares of its own capital stock, provided, however:

(1) That this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation;

(2) That the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(3) No capital stock of this corporation may be issued to anyone other than an individual who is duly licensed under the laws of the State of Idaho to practice the profession of medicine as a licensed physician, and provided further that any common capital stock of this corporation may not be voted by any person or persons who are not at the time of such vote licensed in good standing as physicians authorized to practice medicine pursuant to the laws of the State of Idaho;

(i) To establish for the benefit of its employees one or more (1) pension plan, (2) profit-sharing plan, or (3) other employee benefit retirement and incentive compensation plans.

(j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefore, provided the powers are not in conflict with the Professional Services Corporation Act.

(k) To render professional services as licensed physicians through its officers, employees and agents only, and only upon said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render such professional medical services within the State of Idaho, provided, however, that any officer, shareholder, agent or employee of this corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of this corporation to the person for whom such professional services were being rendered, and provided that this corporation shall be liable in addition thereto, up to the full value of its property for any negligent or wrongful acts or misconducts committed by any of its officers, shareholders, agents or employees while they are engaged on behalf of the corporation in rendering of such professional services, and provided further any officer, shareholder, agent or employee of this corporation who has been licensed to render professional service to the public becomes legally disqualified to render such professional services within the State, or is elected to public office or accepts employment, that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional ser-

vices under the law, such persons shall sever all employment with, and financial interest in this corporation forthwith, and any capital stock of this corporation held by such individual shall be called immediately or the ownership thereof shall otherwise immediately be vested in person qualified to be shareholders in accordance with the provisions hereof and the By-Laws of this corporation.

(1) To Call of Share: Any shares shall be callable. The call shall be by a vote of not less than seventy-five (75) percent of the outstanding stock at a duly called meeting, and at a price and on a payment schedule specified in the By-Laws. Upon disqualification of the shareholder, the call shall be made within thirty (30) days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder.

A disqualified stockholder may not vote his stock as to the call thereof. Subject thereto, a shareholder may transfer his stock to a person duly qualified to practice medicine in the State of Idaho after first having offered the stock to the corporation at the stock's fair market value and the offer not being accepted.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation, provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Professional Corporation Act of the State of Idaho, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered agent and office of the corporation is: 260 S. Cole Road, Boise, Idaho 83705.

The registered agent of the corporation is: JAMES M. PROCHASKA, M.D.

FIFTH

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of 10,000 shares each with a par value of \$1.00 per share, totaling in the aggregate sum of \$10,000.

(a) None of the capital stock of this corporation may be issued to any person, firm, or other individual corporation or organization other than an individual who is duly licensed or otherwise legally authorized to practice medicine within the State of Idaho. The shareholders shall, except for absence not exceeding nine (9) months due to sickness or accident, or service in the armed services, or leaves of absence, also be actively engaged in the practice of medicine in the offices of the corporation.

(b) Common stock of this corporation passing operation of law or by the laws of descent and distribution or by other legal fashion to any person, firm or other individual or organization who is at the time not a physician licensed to practice medicine under the laws of the State of Idaho, shall be deemed immediately called unless the ownership of such shares shall have immediately vested in a person qualified to be a shareholder.

(c) No voting trust, agreement or other arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual licensed to practice medicine under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual shareholder, as is herein provided, shall be disqualified to render professional medical services within the State of Idaho, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such medical services, then the common stock of this corporation owned by said individual, shall be called immediately or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders in accordance with the provisions hereof and the By-laws of the corporation.

(e) A shareholder of this common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions hereof and only after such sale or transfer shall be approved at a stockholders'

meeting, specifically called for such purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the shareholder proposing to sell or transfer such shares in the counting of the votes for any purpose at such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring shareholder be so voted.

(f) The stockholders shall have the power to include in the By-Laws, adopted by a two-thirds (2/3) vote of all stockholders, any regulations or restrictions governing sale, transfer, call or other disposition of the corporation's outstanding stock. Such provisions shall not effect rights of third parties without notice, unless evidence of this power is shown as a legend on the stock certificate.

SIXTH

The name and post office address of the incorporator and director and the professional status of such incorporator and director and the number of shares subscribed for by said incorporator are as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> |
|----------------------------|-------------------------------------|
| JAMES M. PROCHASKA, M.D. | 260 S. Cole Road Boise, ID 83705 |
| <u>PROFESSIONAL STATUS</u> | <u>SHARES</u> |
| Physician | 100 |

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation to such extent, subject to such limitations as may be approved by two-thirds (2/3) majority of all outstanding shares at a meeting specifically called and notice for such purpose.

EIGHTH

The number of Directors of the corporation shall be as specified in the By-laws, and such number may from time to time be

increased or decreased in such manner as may be prescribed in the By-laws. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Each Director may be a licensed physician in good standing under the laws of the State of Idaho. In electing directors, each stockholder has the right to vote the number of shares he owns for as many persons as there are Directors to be elected.

NINTH

Stockholders of the corporation shall not have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible to stock.

TENTH

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon approval of two-thirds of the voting power of all shareholders and upon such terms and conditions as may be deemed expedient and for the best interest of the corporation, under the laws of the State of Idaho.

ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation; or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he

were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws by an eighty-five (85) percent majority vote of all Directors, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide, or except by a greater majority vote of all shareholders where specified in the By-Laws.

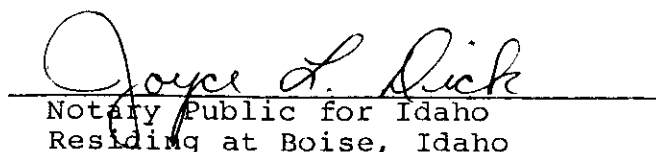
IN WITNESS HEREOF, I have hereunto set my hand and seal this 30th day of June, 1982.


JAMES M. PROCHASKA, M.D.

STATE OF IDAHO,)
)
County of Ada,)

On this the 30th day of June, 1982, before me, the undersigned, a notary public in and for said State, personally appeared JAMES M. PROCHASKA, M.D., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of twenty-one (21) years and a citizen of the United States of America.

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


Notary Public for Idaho
Residing at Boise, Idaho