

# State of Idaho

## Department of State

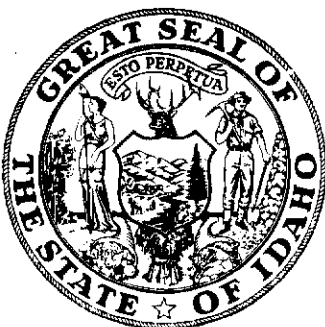
### CERTIFICATE OF INCORPORATION OF

INTERNAL MEDICINE ASSOCIATES, P.A.  
File number C 117442

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: December 18, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa A. Hartley*

Dec 18 9 07 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
INTERNAL MEDICINE ASSOCIATES, P.A.**

The undersigned, acting as incorporator pursuant to Idaho Code Section 30-1-53, hereby forms the following professional service corporation, which shall be controlled by and have the powers enumerated in the Idaho Professional Service Corporation Act.

**I**

The name of the corporation is **INTERNAL MEDICINE ASSOCIATES, P.A.**

**II**

The period of its duration is perpetual.

**III**

The purpose for which the corporation is organized is to engage in the practice of medicine as set forth in the Idaho Medical Practice Act, including allied professional services.

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IDAHO SECRETARY OF STATE  
DATE 12/18/1996 0900 47946

CX #: 11916 CUST# 73490

CORP

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This corporation may not render such professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services in Idaho.

No person who is not a shareholder may serve as a director or general officer of this corporation, and only natural persons who themselves are duly licensed or otherwise legally authorized within the state of Idaho to practice medicine may be shareholders.

#### IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares, consisting of one class only, and each share having a par value of one dollar.

#### V

The address of the initial registered office of the corporation is 207 Church Street, Sandpoint, ID 83864; and the name of the registered agent at such address is Robert W. Carlson, M. D.

VI

The number of directors constituting the initial board of directors of the corporation is three (3) and the persons who shall serve as such directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: Robert W. Carlson, M.D., 207 Church St., Sandpoint, ID 83864; Robert R. Cope, M.D., 207 Church St., Sandpoint, ID 83864; Scott A. Burgstahler, M.D., 207 Church St., Sandpoint, ID 83864.

VII

The name and address of the incorporator is Robert W. Carlson, M.D., 207 Church St., Sandpoint, ID 83864.

DATED this 12 day of December, 1996.

  
Robert W. Carlson, M.D.