

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ASSOCIATES IN FAMILY PRACTICE, P.A.
File number C 119995

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: June 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: Associates in Family Practice, P.A.
2. The period of its duration is perpetual.
3. Its purpose is to transact the professional service of the practice of medicine.
4. It shall have authority to issue one hundred (100) shares, all of one class, without par value.
5. The address of its initial registered office is: 425 Idaho Street, Gooding, Idaho 83330. The name of its initial registered agent at such address is: F. John Gies, M.D..
6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that and of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as is so interested shall be disclosed or shall have been known to the Board of Directors; and, any director of the

IDAHO SECRETARY OF STATE
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corporation who is also a director of 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 transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

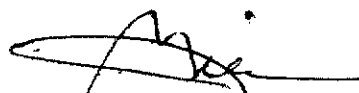
7. The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

F. John Gies, M.D.
425 Idaho Street
Gooding, Idaho 83330

8. The name and address of each incorporator is:

F. John Gies, M.D.
425 Idaho Street
Gooding, Idaho 83330

DATED this 23rd day of June, 1997.



F. John Gies, M.D.