

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WOMEN'S HEALTH CARE, INC.

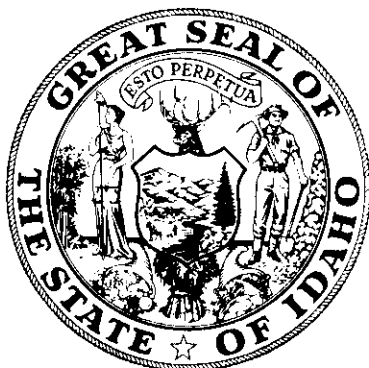
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WOMEN'S HEALTH CARE, INC.

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: *February 24, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
ARTICLES OF INCORPORATION
STATE

OF

WOMEN'S HEALTH CARE, INC.

The undersigned, BARBARA ANN PLAIN and CHARLENE MARIE HEWITT, acting as incorporators of a corporation created under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is "Women's Health Care, Inc."

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in every phase and aspect of and conduct the professional practice of nursing, primarily for the benefit of women, rendering to the public the professional services that a professional nurse, duly licensed under the laws of the State of Idaho, is authorized to render. Such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own any and all real and personal property necessary to or convenient for the rendering of the professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes of this corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects of this corporation and to have and exercise all of the powers conferred upon corporations by the Business Corporation Act of the State of Idaho.

(d) This corporation shall have the power at its option to purchase and acquire the shares owned and held by any shareholder who dies, withdraws, or for any reason ceases to be a stockholder, in accordance with the By-Laws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.

(e) This corporation shall have the power to enter into for the benefit of its officers and employees

such pension, profit sharing or other retirement or incentive compensation plans as the directors shall authorize.

FOURTH: The capital stock of this corporation shall be \$50,000.00 divided into 5,000 shares of the par value of \$10.00 per share. All of said stock shall be non-assessable, common stock with equal voting and other rights and privileges.

FIFTH: Provisions denying preemptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are that the shareholders of this corporation shall have the power to include in the By-Laws, restrictive provisions regarding the alienation of shares and provide for purchase or redemption by the corporation of its shares. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation. All of the powers of this corporation are hereby conferred upon the Board of Directors, which shall consist of at least the minimum number required by law, the number to be designated by the By-Laws consistent with this article.

SEVENTH: The address of the initial registered office of this corporation is:

1200 Harrison Blvd.
Boise, Idaho 83702

and the name of its initial registered agent at such address is:

CHARLENE MARIE HEWITT

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Barbara Ann Plain	3800 North Avenue Boise, Idaho 83703
Charlene Marie Hewitt	1200 Harrison Blvd. Boise, Idaho 83702

NINTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Barbara Ann Plain	3800 North Avenue Boise, Idaho 83703
Charlene Marie Hewitt	1200 Harrison Blvd. Boise, Idaho 83702

IN WITNESS WHEREOF, We have hereunto set out hands to these Articles of Incorporation this 30th day of January, 1981.

Barbara Ann Plain
Barbara Ann Plain

Charlene Marie Hewitt
Charlene Marie Hewitt

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of February, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared BARBARA ANN PLAIN and CHARLENE MARIE HEWITT, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho