



CERTIFICATE OF INCORPORATION  
OF

*FAMILY VISION ASSOCIATES, 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 \_\_\_\_\_

*FAMILY VISION ASSOCIATES, 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: *April 8, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FAMILY VISION ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned natural persons of legal age and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, and pursuant to the Professional Service Corporation Act of the State of Idaho, Idaho Code Title 30, Chapter 13, do hereby certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

FAMILY VISION ASSOCIATES, P.A.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows:

1.1 To practice and engage in the practice of Optometry; as defined by the State Board of Optometry, State of Idaho; to treat or to diagnose defects and faults of refraction of the eye and to prescribe correctional lenses or exercises; and to do such other things as are incidental, proper, or necessary in the operation of said practice.

1.2 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes, or which are incidental thereto or connected therewith.

1.3 The practice of Optometry shall be carried on only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render professional Optometry services within the State of Idaho, together with assistance from nurses, assistants, and other such persons as are trained to assist one who is licensed to practice Optometry.

Section 2. Powers. The Corporation shall not engage in any business other than the rendering of Optometry services. Pursuant to the general purpose of the corporation, the corporation is hereby authorized and empowered to do any act or to carry on business in the State of Idaho authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:

2.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

2.2 To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of its business herein enumerated.

2.3 To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, and processes related to the rendering of professional services and corporate purposes and any improvements and modifications thereof.

2.4 To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, licenses, protections, concessions, trademarks, trade symbols, trade names, or other indications of origin or ownership granted by or recognized under the laws of the United States, which may appear likely to be advantageous, useful, and related

to the Corporate purpose, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any operations, inventions, or rights which the Corporation may acquire or propose to acquire.

2.5 To acquire all or any part of the good will, rights, real property, personal property, and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to the business of the Corporation or otherwise, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

2.6 To purchase, lease, or otherwise acquire lands and buildings in this State or elsewhere for the erection and establishment of a manufactory or manufactories and laboratories with suitable plant, apparatus, and equipment to manufacture, buy, sell, or otherwise deal in or with, any of the services, merchandise, or goods related to the corporate purpose which this Corporation may lawfully deal in or perform.

2.7 To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, laboratories, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous, for the purposes of the Corporation, and which can be lawfully done under the laws of the State of Idaho.

2.8 To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise alone or in the company with others, without restrictions as to time, place, or amount.

2.9 Subject to the limitations and restrictions imposed by law, to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

2.10 It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or any any other

articles, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

2.11 To engage in any business whatsoever, consistent with the laws of the State of Idaho regarding this Corporation, either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

2.12 With power for its corporate purposes, to borrow money and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

2.13 To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.

2.14 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social and general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

### ARTICLE III

#### EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE IV

#### STOCK

4.1 Description of Classes of Shares. There shall be one class of shares, all of which shall be common shares.

4.2 Number of Shares. The aggregate number of shares which this Corporation shall have authority to issue is Five Thousand



(5,000) shares with a par value of Ten Dollars (\$10.00) per share for an aggregate par value of Fifty Thousand Dollars (\$50,000.00).

4.3 Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

4.4 Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The name and location of the registered agent and office of the Corporation is:

ALONA M. KING  
P. O. Box 1805 1449 E. 17th Street  
Idaho Falls, Idaho as per Blake Hall

#### ARTICLE VI

##### INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four, and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and share qualify are:

KENNETH W. KING, JR.  
P. O. Box 1805  
Idaho Falls, Id. 83401

ALONA M. KING  
P. O. Box 1805  
Idaho Falls, Id. 83401

RICHARD JOHN MITCHELL  
P. O. Box 1805  
Idaho Falls, Id. 83401

LAURA ELAINE MITCHELL  
P. O. Box 1805  
Idaho Falls, Id. 83401

## ARTICLE VII

### SHARES

7.1 Conditions of Ownership of Shares. The Corporation shall not issue any stock or share to any person who is not duly licensed or otherwise legally authorized to practice Optometry in the State of Idaho.

7.2 No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person to exercise the voting power of any or all of his stock unless such other person is duly authorized or licensed legally to render Optometry services in the State of Idaho.

7.3 If any officer, agent, shareholder, or employee of the Corporation who has rendered Optometry services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional Optometry services, he shall sever all employment with, and financial interests in, this Corporation forthwith.

7.4 No shareholder of this Corporation may sell or transfer his shares in said Corporation except to another individual who is eligible to practice Optometry in the State of Idaho, and such

sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specially called for such purpose, by not less than a majority vote of the outstanding stock, or by such higher percentage as may be provided in the By-Laws of the Corporation. The Corporation's Board of Directors or shareholders may adopt By-Laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

7.5 No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the Corporation which it may issue or sell, nor shall any shareholder have any preemptive rights or preference right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into or exchangeable for stock, or which shall be attached to or appertain to any option or warrant or other instrument which shall confer upon the holders or owner of such obligation or security, the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock.

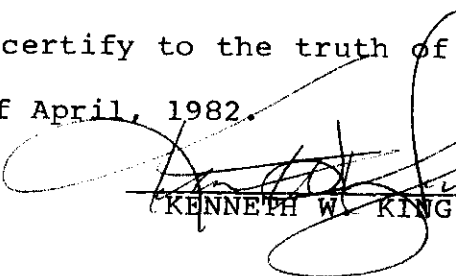
#### ARTICLE VIII


The name and address of each incorporator is:

KENNETH W. KING  
P. O. Box 1805  
Idaho Falls, Idaho

RICHARD JOHN MITCHELL  
P. O. Box 1805  
Idaho Falls, Idaho

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, execute the Articles of Incorporation in duplicate and certify to the truth of the facts therein stated, this 6 day of April, 1982.

  
KENNETH W. KING

  
RICHARD JOHN MITCHELL

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville         )

On this 6 day of April, 1982, before me the undersigned, Notary Public in and for said State, personally appeared KENNETH W. KING and RICHARD M. MITCHELL, 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 first above written.

  
Notary Public for Idaho

(Seal)