

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

\_\_\_\_\_  
DOCTORS' CLINIC P.A.

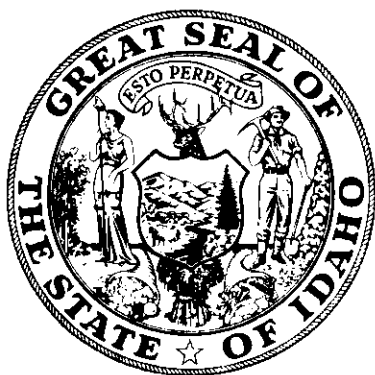
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_  
DOCTORS' CLINIC 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 \_\_\_\_\_ March 10 \_\_\_\_\_, 19 80 \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# ARTICLES OF INCORPORATION

OF

DOCTORS' CLINIC P.A.

KNOW ALL MEN BY THESE PRESENTS, that we, FRANK L. HARMS, M.D., DEAN L. WILLIAMS, M.D., and PAUL K. JENTES, M.D., residing at Amerian Falls, Idaho, who are all over the age of 18 years and natural born citizens of the United States of America, whose names are hereunto subscribed, do under and pursuant to Chapter 1 and 13 of the Idaho Business Corporation Act of the State of Idaho, associate ourselves together, for the purpose of becoming a body corporate and carrying on and conducting the businesses hereinafter mentioned, and doing all lawful things and acts necessary, convenient, or beneficial in regard thereto, we do hereby execute these Articles of Incorporation of DOCTORS' CLINIC P.A.

## ARTICLE I

The name of this corporation shall be DOCTORS' CLINIC P.A.

## ARTICLE II

The purposes of this corporation and pursuits and business which it may carry on are, and shall engage in any and all professional types of professional medical services and allied professional medical services that may be legally performed by a licensed member of the medical profession under the laws of the State of Idaho relating to the practice of medicine including but not limited to offering or undertaking of the investigation, diagnosis, treatment correction, and prescription for any human disease, ailment, injury, infirmity, deformity or other physical or mental condition by any means or instru-

mentality and to apply the principles or techniques of medical science in the prevention of the foregoing by any individual physician who is a shareholder hereof who is licensed to practice: (1) medicine and surgery, (2) osteopathic medicine and surgery, (2) osteopathic medicine and surgery, or (3) osteopathic medicine by the State Board of Medicine of the State of Idaho, as well as all allied professional medical services which are encompassed within the foregoing.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more to the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

#### ARTICLE III

The address of the initial registered office of this corporation shall be the residence of the initial registered agent, Dean L. Williams, J.D., 590 Gifford St., American Falls, Idaho

#### ARTICLE IV

This corporation shall have perpetual existence unless sooner disincorporated according to law.

#### ARTICLE V

The corporate powers, business and property of this corp-

oration shall be exercised, conducted and controlled by a board of not less than two or more than four directors. The incorporators, whose names are subscribed here and listed in Article VII, shall act as directors of this corporation until their successors have been regularly elected and qualified. The directors shall establish terms of office, select officers, and other related internal matters in their by-laws.

#### ARTICLE VI

The amount of authorized capital stock in this corporation shall be FIFTY THOUSAND AND NO/100 DOLLARS (\$50,000.00) divided into FIVE THOUSAND (5,000) shares of par value of Ten Dollars (\$10.00) per share. No distinction shall exist between the shares of this corporation or the holders thereof.

#### ARTICLE VII

The amount of capital stock of this corporation that has been actually subscribed and the number of shares subscribed by each subscriber and the part value thereof are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>No. of SHARES</u>	<u>PAR VALUE</u>
Frank L. Harms, M.D. 590 Gifford American Falls, Idaho 83211	1	\$10.00
Dean L. Williams, M.D. 590 Gifford American Falls, Idaho 83211	1	\$10.00
Paul K. Jentes 590 Gifford American Falls, Idaho 83211	1	\$10.00

#### ARTICLE VIII

The corporation reserves the right to amend, alter, or repeal any provision herein contained in the manner now or

hereafter prescribed by the statutes of the State of Idaho and all rights and powers conferred herein are granted subject to this reservation.

#### ARTICLE IX

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

#### ARTICLE X

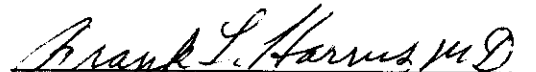
There shall be no provision denying preemptive rights.

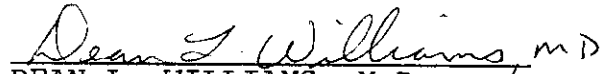
#### ARTICLE XI

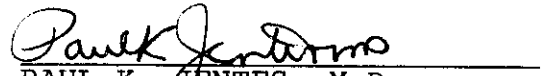
No shareholder hereunder may sell, transfer or otherwise alienate his or her interest in the corporation until and unless the sale or transfer is to a person who is eligible under the laws of the State of Idaho relating to ownership of stock in a professional corporation for the professional services to be provided hereunder and any such sale or transfer must further be approved by the remaining stockholders, which is held and conducted in accordance with the provisions of Idaho Code 3-1310 as the same now exists or is hereafter amended.

We, the undersigned, for the prupose of forming a professional corporation under the laws of the State of Idaho, do make, file and record these Articles and certify that the facts therein

stated are true and have herewith set our hands and seals,  
this 6 day of March, 1980.

  
FRANK L. HARMS, M.D.

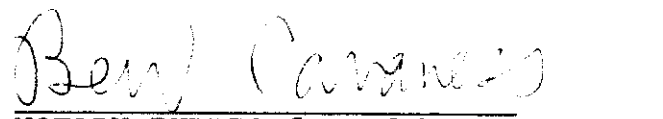
  
DEAN L. WILLIAMS, M.D.

  
PAUL K. JENTES, M.D.

STATE OF IDAHO       )  
                          )     ss.  
County of Power     )

On this 6<sup>th</sup> day of March, 1980, before me, the undersigned,  
a Notary Public in and for said County and State personally  
appeared FRANK L. HARMS, M.D.; DEAN L. WILLIAMS, M.D.; and  
PAUL K. JENTES, J.D., known to me to be the persons whose names  
are subscribed to the within 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.

  
NOTARY PUBLIC for Idaho  
Residing at American Falls, Idaho

(seal)