

**FILED/EFFECTIVE**

Dec 17 2 29 PM '01

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BOISE VALLEY ASTHMA & ALLERGY CLINIC, CHARTERED**

Effective as of October 1, 2001 (the "**Effective Date**"), the following Amended and Restated Articles of Incorporation (the "**Amendment**") of Boise Valley Asthma & Allergy Clinic, Chartered an Idaho corporation (the "**Corporation**"), were duly adopted by the Directors and the Shareholders of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-1007, 30-1-704, and 30-1-821. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on November 11, 1971, under the name of Joseph J. Callanan, M.D. Chartered, subsequently amended on February 5, 1979 to change the corporate name to Joseph J. Callanan, M.D. & Mitchell Ganier, M.D., Professional Association, and further amended on December 10, 1990, to restate the articles and change the corporate name to Boise Valley Asthma & Allergy Clinic, Chartered.

Pursuant to Idaho Code Section 30-1-1006 the undersigned President and Secretary of the Corporation certify as follows:

1. **Name.** The name of the corporation is Boise Valley Asthma & Allergy Clinic, Chartered.
2. **Date.** The Amendment was adopted by the Directors and Shareholders of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-704 and 30-1-821, effective December 14, 2001.
3. **Shares.** At the time of adoption of the Amendment, there were 5,000 Common Shares of the Corporation outstanding and entitled to vote. All Common Shares voted for the Amendment and the Directors of the Corporation consented to the Amendment as evidenced by the Unanimous Consent and Action in Lieu of Meeting of the Board of Directors and Shareholders of the Corporation executed effective December 14, 2001, pursuant to Idaho Code Sections 30-1-704(4) and 30-1-821.
4. **Amendment.** The text of the Articles of Incorporation as previously amended or supplemented is further amended to read in its entirety as set forth below:

**Article 1  
NAME OF THE CORPORATION**

The name of the corporation is BOISE VALLEY ASTHMA & ALLERGY CLINIC, CHARTERED (the "**Corporation**").

**Article 2  
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is to render professional services of the practice of medicine and any and all ancillary services. Professional services shall be rendered only through the Company's officers, employees and agents who are duly licensed or legally authorized to render such professional services within the State of Idaho.

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Amended and Restated Articles of Incorporation - 1

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Corporation may own real and personal property, may invest its funds in real estate, mortgages, stock, bonds and any other type of investment, may enter into contracts, appoint agents, borrow money, incur indebtedness, and to do any and all other lawful activities.

### **Article 3 SHARES**

**3.1 Stock.** The aggregate number of shares the Corporation is authorized to issue shall be 50,000, with no par value, consisting of 50,000 common shares of voting stock (the "**Common Stock**"). Shares of Common Stock may only be issued to persons duly licensed to render medical services.

**3.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another individual who is eligible to be a shareholder of the Corporation. Sale or transfer may be made only after the sale or transfer has been approved at a shareholders' meeting especially called for the purpose of approving the sale or transfer of Common Stock. At the special meeting, seventy-five percent (75%) of the outstanding stock of the Corporation must approve the sale or transfer of Common Stock.

### **Article 4 PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

### **Article 5 CUMULATIVE VOTING**

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

### **Article 6 NOTICE OF MEETINGS AND VOTING**

**6.1 Notice.** Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

**6.2 Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

### **Article 7 REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 901 North Curtis Road, Suite 100, Boise, Idaho 83706, and the name of the registered agent at such address is Joseph J. Callanan, M.D.

**Article 8**  
**BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than five (5). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is three (3). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Joseph J. Callanan, M.D.	901 N. Curtis Road, Suite 100 Boise, ID 83706
John D. Jeppson, M.D.	901 N. Curtis Road, Suite 100 Boise, Idaho 83706
Michael V. Keiley, M.D.	901 N. Curtis Road, Suite 100 Boise, Idaho 83706

**Article 9**  
**INCORPORATOR**

For purposes of the Amended and Restated Articles of Incorporation, the name and address of the Incorporator is:

Thomas Chandler	877 Main Street, Suite 1000 Boise, ID 83701-1617
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**Article 10**  
**LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**Article 11**  
**INDEMNIFICATION**

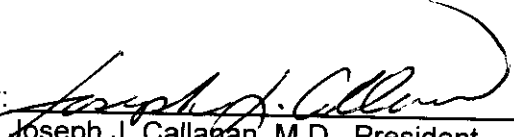
The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 12  
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned have executed these Amended and Restated Articles of Incorporation on December 14, 2001.


Dated: December 14, 2001

By:

  
Joseph J. Callanan, M.D., President

Dated: December 14, 2001

By:

  
John D. Jeppson, M.D., Secretary