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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
VITANOVA, P.C.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a professional corporation pursuant to the Idaho Professional Service Corporation Act, and we do hereby certify, declare and adopt the following Articles of Incorporation.

**I.**

The name of this corporation is **VitaNovu, P.C.**

**II.**

The period of existence and duration of the life of this corporation shall be perpetual.

**III.**

The registered office of the corporation is 1161 W. River Street, Ste 100, Boise, Idaho 83702, and its registered agent at that address is James D. Hovren.

**IV.**

The purpose for which this corporation is organized is the professional service as follows: to engage in the practice of medicine and allied professional services, and such related and additional purposes as may be permitted under the Idaho Professional Service Corporation Act.

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**V.**

The aggregate number of shares the corporation is authorized to issue shall be One Thousand (1,000), all of which shall be common voting stock without par value. Except as may otherwise be permitted by the Professional Service Corporation Act, only natural persons duly licensed or otherwise legally authorized to practice medicine within the state of Idaho shall be shareholders of the corporation.

**VI.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The number of directors constituting the initial board of directors shall be one (1) director, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than five (5). To the extent required by the Professional Service Corporation Act, all Directors of the Corporation shall be licensed or otherwise legally authorized to practice medicine within the state of Idaho.

The following person is named director of the Corporation to serve until her successor is elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Jenifer L. Barry, M.D.	4883 W. Malad, Suite B, Boise, Idaho 83705

**VII.**

The name and address of each incorporator is as follows:

Name	Address
Jenifer L. Barry, M.D.	4883 W. Malad, Suite B, Boise, Idaho 83705

**VIII.**

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

**IX.**

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act and the Idaho Professional Service

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 permitted prior to such amendment).

**X.**

To the fullest extent permitted by the Idaho Business Corporation Act and the Idaho Professional Service Corporation Act, as they now exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act or Professional Service Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

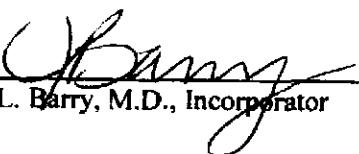
**XI.**

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws. The bylaws as so adopted or amended may include restraints on the alienation of shares.

**XII.**

Special meetings of shareholders of the Corporation may be called by: (i) shareholders holding at least twenty percent (20%) of all votes entitled to be cast on any issue to be considered, (ii) the board of directors, or (iii) such other person or persons authorized in the Bylaws to do so.

IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles of Incorporation this 29 day of May, 2014.



Jenifer L. Barry, M.D., Incorporator