

State of Idaho

Department of State

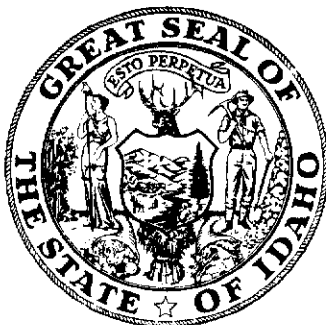
CERTIFICATE OF INCORPORATION OF

MATTHEWS CHIROPRACTIC, P.C.
File number C 118608

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 the above named corporation, 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, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Bell*

**ARTICLES OF INCORPORATION
OF
MATTHEWS CHIROPRACTIC, P.C.**

MAR 10
IDaho SECRETARY OF STATE
DATE 03/10/1997
0900 71520 2
CK # 21199 1729
CONF 10-100.00= 100.00
: C

The undersigned, acting as incorporator of a corporation under the Idaho Professional Services Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Matthews Chiropractic, P.C.

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The objects and purposes of which this Corporation is organization shall be as follows:

1. To carry on and conduct the practice of chiropractic medicine under the laws of the state of Idaho through individuals authorized by law to render such services as individuals.
2. To own and operate laboratories, electrical and mechanical equipment, supplies, and materials used in or incidental to the practice of chiropractic medicine.
3. To employ duly licensed chiropractic physicians and chiropractic assistants and such nurses, technicians, and other personnel as are necessary.
4. To receive and collect fees or compensation for the services rendered by such licensed chiropractic physicians.
5. Incident to and in furtherance of the above purposes, to invest the corporation's funds in real estate, mortgages, stocks, bonds, or any other type of investments.
6. Except as otherwise prohibited under the Idaho Professional Services Corporation Act, the corporation, in furtherance of its corporate purposes set forth above, shall have all of the powers enumerated in § 30-1-4 of the Idaho Business Corporation Act, subject to any limitations provided in the Idaho Professional Services Corporation Act or any other statute of the state of Idaho.

FOURTH: The capital stock of this Corporation shall consist of Ten Thousand (10,000) shares of nonassessable, common stock, with no par value.

FIFTH: No stock of this Corporation shall be issued or transferred to any person who is not eligible to be a shareholder of this Corporation, and no stock shall be sold or

transferred, except with the approval, at a stockholders' meeting specially called for such purposes, by not less than three-fourths (3/4) of the outstanding stock. At such meeting, the shares of stock of the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose unless all stockholders consent that such stock be voted.

SIXTH: No director or stockholder shall have personal liability for monetary damages for breach of fiduciary duty as a director, provided, however, that a director shall still be liable for the following acts or omissions and no other:

1. For any breach of the directors' duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
3. Provided for under Idaho Code § 30-1-48.
4. For any transaction from which the director derived an improper personal benefit;
5. For any act or omission prior to the effective date of this provision, which date shall be the date these Articles of Incorporation are filed with the Idaho Secretary of State.

SEVENTH: The location and post office address of the principal place of business of this Corporation in the state of Idaho shall be 777 North Fourth Street, Boise, Idaho. The initial registered agent of this Corporation is Penland Munther Boardman, Chartered, and its address is 350 North Ninth Street, Suite 500, Boise, Idaho. O\

EIGHTH: The business of this Corporation shall be managed and conducted by a Board of Directors, all members of which shall be at all times licensed to practice chiropractic medicine in the state of Idaho. There shall be initially one (1) director as follows:

<u>Name</u>	<u>Address</u>
Corey Matthews, D.C.	777 North Fourth Street, Boise, Idaho. O2

The name and post office address of the incorporator is as follows:

Name

Address

Corey Matthews, D.C.

777 North Fourth Street, Boise, Idaho.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of March,
1997.

Corey Matthews
Corey Matthews

STATE OF IDAHO)
 : ss
County of Ada)

On this 10th day of March, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Corey Matthews, known or identified to me to be the person who executed the instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.



Vicki R. Peterson
Notary Public for Idaho
Residing at: Boise
My Commission Expires: 12-31-98