



CERTIFICATE OF INCORPORATION
OF

HUGHES AND BROWNLEY, 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 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: *January 31, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
HUGHES AND BROWNLEY, P.A.

* * * * *

THE UNDERSIGNED Natural persons, hereby establishes a professional service corporation pursuant to the statutes of Idaho, and adopts the following Articles of Incorporation:

I

The name of the Corporation is Hughes and Brownley, P.A.

II

The corporation shall have perpetual existence.

III

The Corporation is solely organized for the purpose of conducting the practice of medicine only through persons qualified to practice medicine in the State of Idaho. Such persons shall practice the profession of medicine in accordance with all rules of the Idaho State Board of Medicine and the Idaho State Medical Association. The Corporation shall at all times comply with standards of professional conduct promulgated by those organizations.

The Corporation may exercise the powers and privileges now or hereafter conferred upon such corporations by Idaho law only in furtherance of and subject to the limitations stated in the preceding paragraph.

IV

All shareholders of the Corporation shall be persons duly licensed by the Idaho State Board of Medicine and the Idaho State Medical Association to practice medicine in the State of Idaho. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with the provisions of paragraph VII>

V

The aggregate number of shares which the Corporation shall have authority to issue is 100 common shares, each having a par value of One Hundred Dollars (\$100.00).

VI

Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the Corporation and may vote cumulatively.

VII

Within thirty (30) days after any shareholder ceases to be eligible to be a shareholder, the Corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in Article IV. The price to be paid by the Corporation and the schedule of payments shall be as specified in the By-Laws, and if no price of schedule is so specified, the price shall be the pro rata book value thereof as

of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.

VIII

The shareholders of the Corporation shall be jointly and severally liable for all acts, errors and omissions of the employees of the Corporation.

IX

Two (2) directors shall constitute the initial board and their names are Christine Laura Hughes and Richard Howerton Brownley, Jr.

The President of the Corporation shall be a shareholder and director. All other officers and directors of the Corporation to the extent possible shall be persons eligible to be shareholders.

X

The business and affairs of the Corporation shall be managed by shareholders of the Corporation and by the Board of Directors.

The Board shall be authorized to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders by means of By-Laws or otherwise.

Only directors and officers of the Corporation who are eligible to be shareholders shall exercise any authority with

respect to professional decisions and matters relating to the practice of law.

The right to amend or repeal the By-Laws and to adopt new By-Laws is reserved to shareholders.

XI

The address of the initial registered office of the Corporation is 803 Lincoln Avenue North, Jerome, Idaho 83338. The name of its initial registered agent at such address is Richard Howerton Brownley, Jr. The Corporation may conduct part or all of its business in any other part of Idaho.

XII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard Howerton Brownley, Jr.	803 Lincoln Avenue North Jerome, Idaho 83338
Christine-Laura Hughes	803 Lincoln Avenue North Jerome, Idaho 83338

DATED This 30 day of January, 1986.

Richard Howerton Brownley Jr M.D.
Richard Howerton Brownley, Jr.,
M. D.

Christine Laura Hughes M.D.
Chris Hughes, M. D.

STATE OF IDAHO)
)
County of Twin Falls) ss.

On this 30 day of January, 1986, before me, the undersigned Notary Public in and for said County and State, personally appeared Richard Howerton Brownley, Jr. and Christine Laura Hughes, 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 in this certificate first above written.



NOTARY PUBLIC for IDAHO

Residing at: Twin Falls