

**FILED/EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF**

**TAYLOR HEALTH CARE, P.A.**

**ARTICLE I  
NAME**

The name of this corporation (the "Corporation") is:

**TAYLOR HEALTH CARE, P.A.**

**ARTICLE II  
PURPOSES AND POWERS**

The Corporation is organized to be engaged in the business of practicing medicine, including but not limited to the rendering of any and all services connected in any way therewith in general, and to engage in any and all lawful acts, activities, and/or pursuits for which corporations may presently or hereafter be organized under the Idaho Professional Business Corporation Act.

The Corporation shall have all powers allowed by law, including without limitation those powers described in Section 30-1-302 of the Idaho Code, as amended and supplemented (the "Code"). The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

**ARTICLE III  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is Fifty Thousand (50,000.00) shares of common stock, no par value per share. All voting rights of the Corporation shall be exercised by the holders of the common stock, and the holders of the common stock of the Corporation shall be entitled to receive the net assets of the Corporation upon dissolution. All shares of the common stock shall be fully paid and nonassessable.

**IDAHO SECRETARY OF STATE**

04/06/2001 09:00  
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## **ARTICLE IV REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 2677 East 17<sup>th</sup> Street, Suite 400, Idaho Falls, Idaho 83406, and the name of its initial registered agent at such address is Gregory J. Ehardt. The signature of the initial registered agent is set forth at the end of these Articles of Incorporation.

## **ARTICLE V LIMITATION ON LIABILITY**

Within the meaning of and in accordance with Section 30-1301 et. al., of the Act:

(1) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except as provided in this Article V.

(2) The limitation of liability contemplated in this Article V shall not extend to (a) the amount of a financial benefit received by a director to which he is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 30-1-833 of the Act, or (d) an intentional violation of criminal law.

(3) Any repeal or modification of this Article V by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

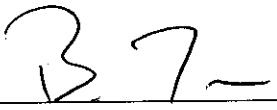
(4) Without limitation, this Article V shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists or may hereafter be amended, as well as any applicable interpretation of Idaho law, so that personal liability of directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Idaho law.

## **ARTICLE VI INCORPORATOR**

The name and address of the incorporator are as follows:

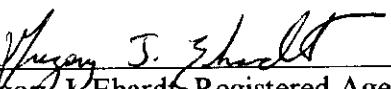
NAME	ADDRESS
Bruce Taylor, D.O.	122 West Oakridge Drive Farmington, Utah 84025

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, hereby executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 3<sup>rd</sup> day of April, 2001. The Corporation shall be effective as of the 3<sup>rd</sup> day of April, 2001.

  
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Bruce Taylor, D.O.

#### ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, GREGORY J. EHARDT, hereby acknowledges that he has been named as registered agent of TAYLOR HEALTH CARE, P.A., an Idaho corporation to be formed pursuant to the Articles of Incorporation to which this Acknowledgment is attached, and the undersigned hereby agrees to act as registered agent of said corporation.

  
\_\_\_\_\_  
Gregory J. Ehhardt, Registered Agent

### **MAILING ADDRESS**

If, upon completion of filing of the above Articles of Incorporation, the Division elects to send a copy of the said Articles of Incorporation to the Corporation by mail, the address to which the copy should be mailed is:

Gregory J. Ehardt  
2677 East 17<sup>th</sup> Street, Suite 400  
Idaho Falls, Idaho 83406