

## CERTIFICATE OF MERGER OR CONSOLIDATION

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_			. a Washington	
o RICHARD J	. EGGLESTON,	M.D., P.A.	, an Idaho corp	oration
ly signed and verific	ed pursuant to the	provisions of the	Idaho Business Corpo	ration Act, ha
en received in this c	office and are found	d to conform to	law.	
ACCORDINGLY	and by virtue, of t	the authority vest	ed in me by law, l issue	this certificate
merger		and attach hereto	a duplicate original	of the Articles
Merger	*			
Dated	Aı	ugust 9	, <sub>19</sub> <b>90</b>	,
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		SECR	ETARY OF STATE	
	( KAZ)			
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## ARTICLES OF MERGER

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(A Washington state professional service corporation)

## INTO

RICHARD J. EGGLESTON, M.D., P.A.

(An Idaho state professional service corporation)

- TO: Pete T. Cenarrusa, Secretary of State of the State of Idaho
  Pursuant to the provisions of Section 30.1.71 and 30.1.77 of
  the Idaho Code and Section 23B.11.010 of the Revised Code of
  Washington, the undersigned corporation, Richard J. Eggleston,
  M.D., P.A., adopts the following Articles of Merger, in duplicate,
  for the purpose of merging Richard J. Eggleston, M.D., P.S. into
  the undersigned corporation as the surviving corporation.
- A. The following Plan of Merger was approved by the Board of Directors and Shareholders of the undersigned, Richard J. Eggleston, M.D., P.A., as in the manner prescribed by IC 30.1.73:
  - 1. <u>Surviving Corporation</u>. Richard J. Eggleston, M.D., P.S. shall be merged into Richard J. Eggleston, M.D., P.A.. Richard J. Eggleston, M.D., P.A. shall be the surviving corporation.
  - 2. Ownership of Stock. The outstanding shares of stock of Richard J. Eggleston, M.D., P.S. consists of 400 shares of common stock, all of which are owned by Richard J. Eggleston, M.D.. Upon merger, all outstanding shares of Richard J. Eggleston, M.D., P.S. will be cancelled. Richard J. Eggleston, M.D., P.A. will not issue any stock, securities, money, or other property pursuant to this Plan of Merger.
  - 3. Terms and Conditions of Merger. On the effective date of the merger of Richard J. Eggleston, M.D., P.S. into Richard J. Eggleston, M.D., P.A., the separate existence of Richard J. Eggleston, M.D., P.S. shall be cancelled, and Richard J. Eggleston, M.D., P.A. shall succeed to all of the properties, rights and other assets and shall be subject to all the liabilities of Richard J. Eggleston, M.D., P.S. without further action by either corporation.

- 4. <u>Further Assurances</u>. If at any time Richard J. Eggleston, M.D., P.A. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of Richard J. Eggleston, M.D., P.S. as of the effective date of this merger shall execute such conveyances or documents or take such action as Richard J. Eggleston, M.D., P.A. may request.
- The number of shares outstanding with respect to Richard J. Eggleston, M.D., P.S. is 400 (with no share entitled to vote as a class) and the number of outstanding shares of Richard J. Eggleston, M.D., P.A. is 500 (with no share entitled to vote as a class). All shares of each corporation are common stock.
- All 400 shares of stock of Richard J. Eggleston, M.D., P.S. were voted in favor of the merger and all 500 shares of Richard J. Eggleston, M.D., P.A. were voted in favor of the merger.

DATED this // day of \_\_\_\_\_\_, 1990.

RICHARD J. EGGLESTON, M.D., P.S. RICHARD J. EGGLESTON, M.D., P.A.

President/

STATE OF WASHINGTON )

) ss.

County of Spokane

I certify that I know or have satisfactory evidence that Richard J. Eggleston, M.D., is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of Richard J. Eggleston, M.D., P.A. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated July 19, 1990

Carol P. Haumenn

in and for the St Notary Public in and for the State of Washington, residing at special contactor

My commission expires: 8-22-93

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## VERIFICATION

STATE OF WASHINGTON ) ss.
County of Asotin )

I, Carol Havemann, a notary public, do hereby certify that on this 19th day of July, 1990, personally appeared before me, Richard J. Eggleston, M.D., who, being by me first duly sworn, declared that he is the president of Richard J. Eggleston, M.D., P.A. and Richard J. Eggleston, M.D., P.S., that he signed the forgoing document as the President of the corporation, and that the statements therein contained are true.

Notary Public in and for the State of Washington, residing at Clarkston My Commission Expires: 8-22-93

GBP: jb/M/A153