



**Department of State**

**CERTIFICATE OF MERGER OR CONSOLIDATION**

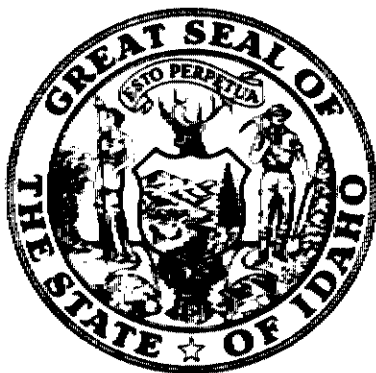
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merger of \_\_\_\_\_

ROBERT KENEVAN, M.D., P.A., an Idaho corporation

into ROBERT KENEVAN, M.D., P.C., a Washington corporation,  
duly signed and verified 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  
merger, and attach hereto a duplicate original of the Articles of  
Merger.

Dated August 10, 19 89.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*  
Corporation Clerk

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ARTICLES OF MERGER

OF

ROBERT KENEVAN, M.D., P.A. INTO ROBERT KENEVAN, M.D., P.C.

Pursuant to the provisions of Idaho Code § 30-1-74 and § 30-1-77 and RCW § 23A.20.040, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging Robert Kenevan, M.D., P.A. into Robert Kenevan, M.D., P.C.:

FIRST: The plan of merger adopted by the directors and shareholders of both corporations is as follows:

PLAN OF MERGER

I. MERGER

Robert Kenevan, M.D., P.A., the Absorbed Corporation, shall merge with and into Robert Kenevan, M.D., P.C., which shall be the Surviving Corporation.

II. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors or any liens on the property of the Absorbed Corporation shall be impaired by the merger.

III. CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into

shares of the Surviving Corporation is as follows:

A. Each share of the common stock of Robert Kenevan, M.D., P.A. issued and outstanding on the effective date of the merger shall be converted into one share of fully paid, non-assessable common stock of Robert Kenevan, M.D., P.C., which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of the fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled to as a result of the conversion, a payment, in cash, shall be made equal to the value of such fraction, based on the fair market value of the common stock on the effective date of the merger.

B. After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the surviving Corporation or to its duly authorized agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefore certificates of common stock in the Surviving Corporation, representing the number of shares of said stock to which such holder is entitled to as provided above. The Surviving Corporation shall pay each shareholder of the Absorbed Corporation who would otherwise be entitled to a fractional share, the cash value of such fractional share as determined above.

C. Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and issuance to

said shareholder of the certificate for his shares in the Surviving Corporation.

#### IV. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger without any further amendment.

#### V. BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

#### VI. DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

#### VII. LIMITATION ON BUSINESS ACTIVITY

Neither of the constituent corporations shall, prior to the effective date of the merger, engaged in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under federal and state law to consummate this merger.

#### VIII. APPROVAL OF SHAREHOLDERS

This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before July 15, 1989, or at such other time as the Boards of Directors of the constituent corporations may agree.

#### IX. EFFECTIVE DATE

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Idaho and the Secretary of State of the State of Washington.

#### X. ABANDONMENT OF MERGER

This Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the shareholders of the Surviving Corporation or the Absorbed Corporation on or before July 15, 1989; or

B. If, in the judgment of the Boards of Directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

#### XI. EXECUTION OF AGREEMENT

This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

SECOND: The number of outstanding shares of each corporation is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Robert Kenevan, M.D., P.A.	500
Robert Kenevan, M.D., P.C.	1

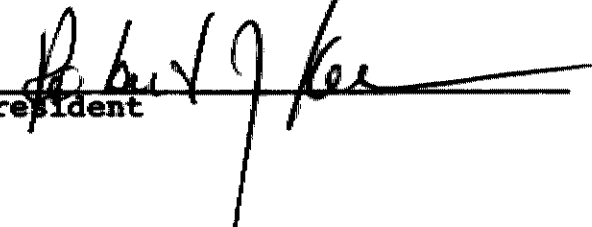
THIRD: The number of shares voted for and against the plan of merger by each corporation as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted For Plan of Merger</u>	<u>Number of Shares Voted Against Plan of Merger</u>
Robert Kenevan, M.D., P.A.	500	0
Robert Kenevan, M.D., P.C.	1	0

FOURTH: The surviving corporation agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to this merger, and any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation. The surviving corporation hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding. The surviving corporation will promptly pay to any dissenting shareholders of any such domestic corporation, the amount, if any, to which they shall be entitled under the provisions of Idaho law with respect to the rights of dissenting shareholders.

DATED this 20<sup>th</sup> day of July, 1989.

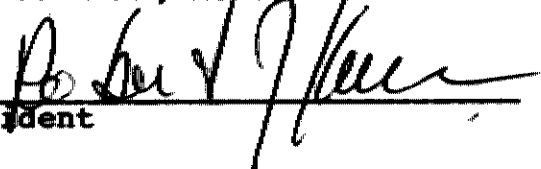
ROBERT KENEVAN, M.D., P.A.

By   
President

ATTEST:

Flavia C. Kenevan  
Secretary

ROBERT KENEVAN, M.D., P.C.

By   
President

ATTEST:

Flavia C. Kenevan  
Secretary

STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

ROBERT KENEVAN, being first duly sworn, on oath,  
deposes and says:

That he is the President of ROBERT KENEVAN, M.D., P.A.; that he has read the foregoing ARTICLES OF MERGER, knows the contents thereof and believes the same to be true.

Robert Kenevan

SUBSCRIBED AND SWORN to before me /this 20<sup>th</sup> day of  
July, 1989.

*Kenneth Wayne*  
Notary Public in and for the  
State of Idaho, residing at  
*Lewiston* therein.  
My Commission Expires: 2-1-93

STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

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Robert Kenevan  
ROBERT KENEVAN

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