

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY HEALTH NETWORK OF IDAHO, INC.
File number C 107489

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 MAGIC VALLEY HEALTH NETWORK OF IDAHO, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: August 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siskel*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MAGIC VALLEY HEALTH NETWORK/INC.

of Idaho,

IDHO SECRETARY OF STATE
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The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation shall be Magic Valley Health Network, Inc. (the "Corporation"). The Corporation's principal place of business shall be 388 Martin Street, Twin Falls, Idaho 83301.

of Idaho, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The street address of the initial registered office of the Corporation is 388 Martin Street, Twin Falls, Idaho 83301 and the name of its initial registered agent at such address is Wayne Wright, M.D.

ARTICLE IV

The period of the Corporation's duration is perpetual.

ARTICLE V

The purpose for which the Corporation is organized is to function as a physician organization that, through the joint efforts of its members, develops, promotes, markets, and expands the professional interests of its members, including, without limitation, professional managed health care services in the participating providers' marketplace and the provision of various other administrative services to its participants, as well as for any other lawful purpose not for pecuniary profit and as permitted under the Idaho Nonprofit Corporation Act.

Nothing in this Article shall be construed as authorizing the Corporation to transact any business in the State of Idaho prohibited by any law of the State of Idaho, including, without limitation, to take any action in violation of the Idaho Nonprofit Corporation Act.

ARTICLE VI

The manner in which the Corporation's directors shall be elected shall be as stated in the Corporation's bylaws.

ARTICLE VII

The number constituting the initial Board of Directors of the Corporation is seven (7). The names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
1. Wayne Wright, M.D.	526 Shoup Avenue West Twin Falls, Idaho 83301
2. Rodney Swartling, M.D.	562 Shoup Avenue West Twin Falls, Idaho 83301
3. Ronald Miciak, M.D.	496-D Shoup Avenue West Twin Falls, Idaho 83301
4. Bruce McComas, M.D.	496-C Shoup Avenue West Twin Falls, Idaho 83301
5. Kent Pressman, M.D.	P.O. Box 729 900 Canyon Run Blvd. Ketchum, Idaho 83340
6. Timothy Hanson, M.D.	560 Shoup Avenue West Twin Falls, Idaho 83301
7. Paul Miles, M.D.	388 Martin Street Twin Falls, Idaho 83301

ARTICLE VIII

The Corporation shall have the power and authority and/or duty to indemnify any and all directors, officers, employers, and agents and to purchase indemnity insurance, all as permitted by Idaho law.

ARTICLE IX

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money or other property received by the Corporation from

any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes similar to those set forth in Article V as determined by the Board of Directors.

ARTICLE X

The name and address of the incorporator is:

Name

Address

Susan B. Murphy

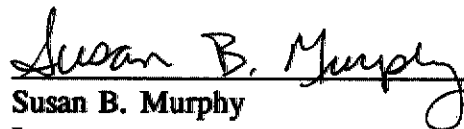
Jenkins & Gilchrist
1100 Louisiana, Suite 1800
Houston, TX 77002

ARTICLE XI

The Corporation shall possess and may exercise all of the powers and privileges granted by the Idaho Nonprofit Corporation Act, or by any other law of the State of Idaho, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of August, 1994.

By:



Susan B. Murphy
Incorporator

August 15, 1994

**Secretary of State
State of Idaho**

Re: Consent to Use of Name by Magic Valley Health Network

Dear Sir or Madam:

On behalf of Magic Valley Health Network, a Idaho professional association, I hereby consent to the use of the name Magic Valley Health Network by Susan B. Murphy as incorporator of a Idaho non-profit corporation. I am authorized to take this action in my capacity as the President of Magic Valley Health Network.

MAGIC VALLEY HEALTH NETWORK

By: 

Wayne Wright, M.D.
President