

FIL ED EFFECTIVE

0 DEC 21 AM 8:44
SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

IDAHO ARTHRITIS & OSTEOPOROSIS CENTER, P.C.

The Amended and Restated Articles of Incorporation of Idaho Arthritis & Osteoporosis Center, P.C. are amended and restated in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is Idaho Arthritis & Osteoporosis Center, P.C. (the "Corporation").

**Article 2
DURATION**

The Corporation's duration is perpetual.

**Article 3
PURPOSES OF THE CORPORATION**

The purposes for which this Corporation is organized are to conduct the practice of medicine, and to transact any and all other lawful business permitted under the Idaho Business Corporation Act and the Idaho Professional Service Corporation Act (as each are now in effect or hereafter amended) including (without limitation) the investment of the corporation's funds in real estate, mortgages, stocks, bonds or any other type of investments and the ownership of real or personal property necessary for the rendering of such professional services and allied professional services. This Article shall not be deemed to authorize the corporation to render any allied professional services if and to the extent that the law of the state of Arizona prohibits such a combination of professional services.

**Article 4
SHARES**

4.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 100,000 shares of voting common stock (without par value).

4.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

4.3 Preemptive Rights. Shareholders shall have no preemptive right to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

IDAHO SECRETARY OF STATE
12/21/2010 05:00
CK: 6045 IT: 253704 BH: 1251075
1 @ 30.00 : 30.00 AMEND PROF # 2

C140765

4.4 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation shall not have the right to cumulate their votes for Board of Directors.

Article 5 REGISTERED OFFICE AND AGENT

The name of the Corporation's commercial registered agent or, if the Corporation does not have a commercial registered agent, either (i) the name and street address of the Corporation's noncommercial registered agent or (ii) the title of an office or other position with the Corporation if process is to be served on the holder of such office or position and the street address of the business office of that person is:

Name: Daryl K. MacCarter, M.D., F.A.C.P.

Street address: 520 S. Eagle Rd., Suite 3211, Meridian, Idaho 83642.

Article 6 BOARD OF DIRECTORS

6.1 Initial Board of Director. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than three (3). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The name and address of such persons to serve as the directors are as follows:

Name	Address
Daryl K. MacCarter	520 S. Eagle Rd., Suite 3211, Meridian, Idaho 83642
Mikael D. Lagwinski	520 S. Eagle Rd., Suite 3211, Meridian, Idaho 83642

Article 7 AMENDMENT OF ARTICLES AND BYLAWS

7.1 Reservation of Right to Amend. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Amended and Restated Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

7.2 Bylaws Amendment by Board of Directors. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the Corporation's Common Stock.

Article 8 LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against

liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

Article 9 INDEMNIFICATION

9.1 Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment), except as may be limited or restricted by the Idaho Professional Service Corporation Act. Without limitation of the foregoing, the Corporation shall indemnify a director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders, (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

9.2 Accrual of Rights. Any repeal or modification of this Article 9 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.

Article 10 APPROVAL

10.1 Approval by Directors. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on Nov 23, 2010.

10.2 Shareholder Approval. Shareholder approval to the Amended and Restated Articles of Incorporation were required, and were adopted by unanimous consent of shareholders, as required by Chapter 1, Title 30 of the Idaho Code.

Article 11 EXECUTION

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Amended and Restated Articles of Incorporation on the 23 day of Nov, 2010.

By: Daryl K. MacCarter
Daryl K. MacCarter, President