



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

R. BRENT ARCHIBALD, M.D., P.A.

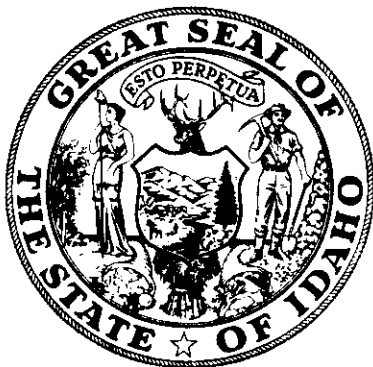
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

R. BRENT ARCHIBALD, M.D., P.A.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated August 1, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

AUG 1 3 31 PM '80

SECRETARY OF STATE SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

R. BRENT ARCHIBALD, M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, a natural person of full age and a citizen of the United States of America, and being licensed to practice medicine under the laws of the State of Idaho, have this date voluntarily associated myself together for the purpose of forming a service corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

AND, I DO CERTIFY:

FIRST:

That the name of the corporation is, and shall be, R. BRENT ARCHIBALD, M.D., P.A.

SECOND:

That the purposes for which this corporation is formed are, and it shall have the power and authority:

(a) To render medical services; to engage in the practice of medicine; to engage in the business of medicine, and to perform and engage in any other services ancillary to the practice of medicine.

(b) To engage in every phase and aspect of the business of rendering the said professional services to the people that a person duly licensed to practice medicine under the laws of the State of Idaho is authorized to render; but

such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho or otherwise legally authorized to render such professional services within this state.

(c) To invest its funds and to otherwise purchase, receive, lease or otherwise acquire or hold, improve, use, sell or otherwise dispose of and otherwise deal in and with real estate, mortgages, stocks, bonds or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

(d) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(e) To enter into partnerships and joint ventures with persons and other corporations for any and all lawful purposes.

(f) To do and perform each, all and every act and things, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objectives and businesses for which this corporation is formed.

(g) To have, exercise, use and employ all powers and authority specified in the Idaho Professional Service Corporation Act, being Chapter 13

of Title 30, Idaho Code, as the same now is or may hereafter be supplemented or amended.

THIRD:

That the location and post office address of the registered office in the State of Idaho is, and shall be, 999 North Curtis Road, Suite 304, Boise, Idaho, 83706, and the registered agent is R. Brent Archibald, M.D., and his address is 999 North Curtis Road, Suite 304, Boise, Idaho 83706.

FOURTH:

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH:

A. That the total authorized number of par value shares of this corporation shall be Five Thousand (5,000) shares, each of a par value of One Dollar (\$1.00), and the aggregate par value of Five Thousand Dollars (\$5,000.00), which said shares shall be common stock, and shall not be subject to assessment.

B. None of the shares of the capital stock of the corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to practice medicine under the laws of the State of Idaho.

C. No shareholder shall have any preemptive right to purchase any additional shares of stock of the corporation.

D. No shareholder may sell or transfer his shares of stock except to another individual who is eligible to be a shareholder of this corporation, and

such sale or transfer may be made only after the same shall have been approved, at a stockholders meeting specially called for such purpose, by not less than a majority of the outstanding stock.

E. The By-Laws of this corporation may provide for additional restraints upon the alienation of shares of stock, and provide for the purchase or redemption by the corporation of its shares.

SIXTH:

That the name and post office address of the incorporator, who is duly licensed to practice medicine under the laws of the State of Idaho, and the number of shares subscribed by him set opposite his name is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
R. Brent Archibald	999 North Curtis Road Suite No. 304 Boise, Idaho 83706	1	\$1.00

SEVENTH:

If any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interests in, this corporation forthwith.

EIGHTH:

The first Board of Directors shall consist of one (1) director, but during his term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws. The name and address of the member of the Board of Directors is:

<u>Name</u>	<u>Address</u>	<u>Professional License No.</u>
R. Brent Archibald	999 N. Curtis Road Suite No. 304 Boise, Idaho 83706	M-3823

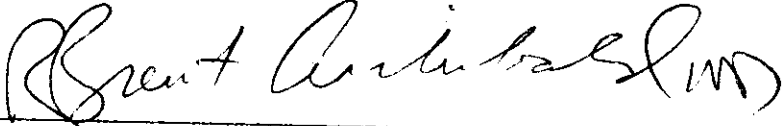
NINTH:

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

TENTH:

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, I have signed triplicate originals of these Articles this 31st day of July, 1980.



R. BRENT ARCHIBALD, M.D.

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 31st day of July, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared R. BRENT ARCHIBALD, M.D., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Janette L. Snodgrass
Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)