

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BLAYNEY VETERINARY CLINIC, P.A.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following First Amended and Restated Articles of Incorporation to the Idaho Secretary of State.

**ARTICLE I  
Name of the Corporation**

The corporation's name is Blayne Veterinary Clinic, P.A.

**ARTICLE II  
Purpose of the Corporation**

The corporation is organized for the following purposes:

A. To render professional services through its authorized officers, employees and agents as licensed veterinarians, only in the rendering of the practice of veterinary medicine, allied professional veterinary medicine services when authorized by law, and services ancillary to the providing of veterinary services in the State of Idaho, and to do and perform all other acts necessary and incidental thereto.

B. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to professional corporations by Chapter 13 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

C. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the professional corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the professional corporation to carry on any business or to exercise any power or to do any act which professional corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article V of these Articles of Incorporation shall, except as otherwise provided, in no way be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

### **ARTICLE III Authorized Capital Stock**

The corporation shall have 10,000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be nonassessable.

### **ARTICLE IV Transfer of Stock**

The transfer of stock of the corporation shall be restricted and limited as provided by the Professional Service Corporation Act of the State of Idaho, the bylaws of the corporation, and any other agreement entered into by and between the corporation and its stockholders; provided, further, however, that in no event shall any person be eligible to own stock in the corporation who is not a licensed veterinarian under the laws of the State of Idaho, and any attempted transfer of stock to an ineligible person shall be void.

### **ARTICLE V Registered Office Address and Agent**

The address of the registered office of the corporation is 3825 East Cleveland Boulevard, Caldwell, ID 83605. The name of the registered agent at such address is Gail Hoskovec, DVM.

### **ARTICLE VI Address for Notices**

The mailing address of the corporation is: 3825 East Cleveland Boulevard, Caldwell, ID 83605.

### **ARTICLE VII Board of Directors**

There shall be two (2) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the laws; provided, however, that the number of directors constituting the Board of Directors shall never exceed the number of licensed veterinarians who are stockholders of the corporation, and that in the event the number of licensed veterinarians who are stockholders of the corporation increases, the number of directors shall automatically increase. The names and post office addresses of the current directors are as follows:

Gail L. Hoskovec, DVM  
3825 East Cleveland Boulevard  
Caldwell, ID 83605

Matthew Bertagnolli, DVM  
3825 East Cleveland Boulevard  
Caldwell, ID 83605

## **ARTICLE VIII** **Liability of Directors**

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VIII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 13, Idaho Code.

## **ARTICLE IX** **Indemnification**

The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) any breach of the Director's or officer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution, or (4) any transaction from which the Director or officer derived an improper personal benefit.

## **ARTICLE X** **Advancement of Expenses**

The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted.

## **ARTICLE XI** **Shareholders Entitled to Vote**

The number of shares outstanding and entitled to vote is 1,800. The number of shares cast in favor of the adoption of these First Amended and Restated Articles of Incorporation is 1,800.

Dated effective the 1<sup>st</sup> day of January, 2009.

SHAREHOLDERS:

Gail Hoskovec DVM  
GAIL HOSKOVEC, DVM

Matthew Bertagnolli DVM  
MATTHEW BERTAGNOLLI, DVM

**CERTIFICATE OF THE SHAREHOLDERS  
AND BOARD OF DIRECTORS  
OF  
BLAYNEY VETERINARY CLINIC, P.A.**

To: Secretary of State of the State of Idaho

We, the undersigned Shareholders and Board of Directors of Blayney Veterinary Clinic, P.A., do hereby certify that the First Amended and Restated Articles of Incorporation of Blayney Veterinary Clinic, P.A. filed with this Certificate contains all the amendments to the Articles of Incorporation of Blayney Veterinary Clinic, P.A. into a single document as approved by all Shareholders and Directors of said corporation, who are the undersigned on the date of this Certificate.

Dated effective the 1<sup>st</sup> day of January, 2009.

**SHAREHOLDERS AND DIRECTORS:**

Gail Hoskovec DVM  
GAIL HOSKOVEC, DVM

Matthew Bertagnoli DVM  
MATTHEW BERTAGNOLLI, DVM

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