

# ARTICLES OF INCORPORATION

## SANDPOINT EYES, P. A.

IDAH0 SECRETARY OF STATE  
04/25/2005 05:00  
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The undersigned, acting as incorporator pursuant to Idaho Code Section 30-1304, hereby forms the following professional service corporation, which shall be controlled by and have the powers enumerated in the Idaho Professional Service Corporation Act.

### ARTICLE 1

The name of the corporation is Sandpoint Eyes, P. A.

### ARTICLE 2

The period of its duration is perpetual.

### ARTICLE 3

The purpose for which the corporation is organized is to engage in the practice of optometry and allied professional services in Idaho. Except as provided in Idaho Code Section 30-1309A, no person who is not licensed or otherwise legally authorized to practice optometry in Idaho may be a shareholder of this corporation.

### ARTICLE 4

The corporation shall have authority to issue 5,000 shares. All shares shall be of the same class, that is, each outstanding share shall have both the power to vote and the power to receive the net assets of the corporation upon dissolution. The corporation's board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property, including cash and services actually performed, provided that, prior to issuance, the board shall have determined that (a) the consideration received or to be received for shares to be issued is adequate and (b) the consideration has actually been received.

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Shares issued after receipt of the agreed consideration shall be fully paid and non-assessable. The board's determination as to adequacy of consideration shall be conclusive as to whether the shares are validly issued, fully paid and non-assessable.

#### ARTICLE 5

The physical address of the initial registered office of the corporation is 30336 Highway 200 East, Ponderay, ID 83852; and the name of the registered agent at such address is Julie B. Gagnon, O. D. The mailing address for such agent is P. O. Box 2218, Sandpoint, ID 83864.

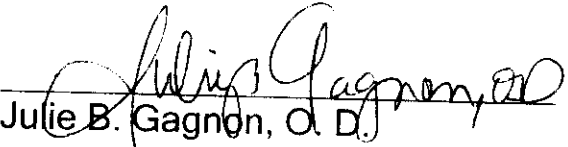
#### ARTICLE 6

The number of directors constituting the initial board of directors of the corporation is one and the person who shall serve as such director until the first annual meeting of shareholders or until his successor is elected and shall qualify is: Julie B. Gagnon, O. D., 30336 Highway 200 East, Ponderay, ID 83852. No person who is not a shareholder may serve as director of this corporation, and, other than as provided in Idaho Code Section 30-1315(d), no person who is not a shareholder may serve as a general officer hereof.

#### ARTICLE 7

The name and address of the incorporator is Julie B. Gagnon, O. D., 30336 Highway 200 East, Ponderay, ID 83852.

DATED April 21, 2005.

  
Julie B. Gagnon, O. D.