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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**DENNIS J. MICHAELSON, DMD, MS, P.A.**

The undersigned, for the purpose of forming a professional corporation, pursuant to and by virtue of Title 30, Chapter 13 of the Idaho Code, hereby certifies and adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the professional corporation shall be:

**DENNIS J. MICHAELSON, DMD, MS, P.A.**

**ARTICLE II**

**RESIDENT AGENT**

The name and address of the resident agent of the corporation in the State of Idaho is:

**DENNIS J. MICHAELSON**  
**2271 OVERLAND AVENUE, SUITE 4**  
**BURLEY, IDAHO 83318**

**ARTICLE III**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of ORTHODONTICS, and all its fields of specializations, as are engaged in, by DENNIS J. MICHAELSON, DMD, MS;
- b. To engage in and render such professional services involved only through its officers, agents and employees and all of who must be legally authorized and duly licensed to render that professional service and shall be in good standing within the State of Idaho to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

IDAHO SECRETARY OF STATE  
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- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Idaho.

#### ARTICLE IV

#### PROFESSIONAL CERTIFICATE

Any stockholder, director, and officer performing services on behalf of the corporation must file a certificate from the regulatory board, of the profession to be practiced, showing that the stockholder, director, and the officer who is a natural person, is duly licensed to practice the profession.

#### ARTICLE V

#### CAPITAL STOCK

Section 1. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue shall consist of 2,500,000 shares of common stock having a \$0.01 par value per share.

Section 2. Consideration for Shares. The consideration to be paid for each share, as authorized by Section 1 of this Article, shall be payable in lawful money or property, labor or services.

Section 3. Shares of the Corporation's Stock. The shares of the corporation's stock and certificates shall be issued only to a natural person in good standing and who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated within the State of Idaho.

Section 4. Non-Assessment of Stock. The capital stock of this corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid up shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the corporation and shall not be liable for assessments to restore impairments in the capital of the corporation.

Section 5. No Preemptive Rights. No stockholder of the corporation shall have any preemptive rights.

Section 6. No Cumulative Voting For Directors. No stockholder of the corporation shall be entitled to cumulative voting of his shares for the election of directors.

## ARTICLE VI

### DIRECTORS AND OFFICERS

Section 1. Number of Directors. The members of the governing board of the corporation shall be styled directors. The number of directors shall not be less than one (1) and the Bylaws of the corporation may provide for a fixed number of directors or a variable number of directors within a fixed minimum and maximum, and for the manner in which the number of directors may be increased or decreased in accordance with Title 30, Chapter 13 of the Idaho Code.

Section 2. Initial Directors. The First Board of Directors will consist of 1 member and the name and address of such director is as follows:

#### NAME/ADDRESS

DENNIS J. MICHAELSON  
2271 OVERLAND AVENUE, SUITE 4  
BURLEY, IDAHO 83318

Section 3. Limited Liability of Directors and Officers. Subject to 30-1306 of the Idaho Code, no director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer of the corporation for:

- (a) Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or
- (b) The payment of dividends in violation of the Idaho Code.

Section 4. Payment of Expenses. In addition to any other rights of indemnification permitted by the law of the State of Idaho as may be provided for by the corporation in its Bylaws or by agreement, the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid, by the corporation or through insurance purchased and maintained by the corporation or through other financial arrangements made by the corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding and in advance of the final disposition of the action, suit or proceeding as is necessary in defending against such legal action.

Section 5. Repeal And Conflicts. Any repeal or modification of Sections 3 or 4 of this Article approved by the stockholders of the corporation shall be prospective only. In the event of any conflict between Sections 3 or 4 of this Article and any other Article of the corporation's Articles of Incorporation, the terms and provisions of Sections 3 or 4 of this Article shall control.

Section 6. Informal Director Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are

filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE VII

#### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualifications of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE VIII

#### BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of the State of Idaho governing a Professional Service Corporation.

#### ARTICLE VIX

#### INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

#### NAME/ADDRESS

DENNIS J. MICHAELSON  
2271 OVERLAND AVENUE, SUITE 4  
BURLEY, IDAHO 83318

#### ARTICLE X

#### TERM

The corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this 19 day of July, 1999.

Dennis J. Michaelson  
DENNIS J. MICHAELSON, Incorporator

STATE OF IDAHO )  
COUNTY OF Cassia ) ss.

On this 19 day of July, 1999, before me, the undersigned, personally appeared DENNIS J. MICHAELSON, known to me to be the person described in and who executed the foregoing instrument and who acknowledged that he executed the same.

SEAL

Linda Rolund  
NOTARY PUBLIC

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY RESIDENT AGENT**

In the matter of DENNIS J. MICHAELSON, DMD, MS, P.A., I, DENNIS J. MICHAELSON, hereby accept the appointment as Resident Agent of the above entitled corporation in accordance with Title 30, Chapter 13 of the Idaho Code. Furthermore, that the mailing address for the above registered agent is:

2271 OVERLAND AVENUE, SUITE 4, BURLEY, IDAHO 83318

In witness whereof, I have hereunto set my hand on this 19 day of July, 1999.

RESIDENT AGENT:

  
DENNIS J. MICHAELSON

STATE OF IDAHO )  
COUNTY OF Cassia ) ss.

On this 19 day of July, 1999, before me, the undersigned, personally appeared DENNIS J. MICHAELSON, known to me to be the person described in and who executed the foregoing instrument and who acknowledged that he executed the same.

SEAL

  
NOTARY PUBLIC