



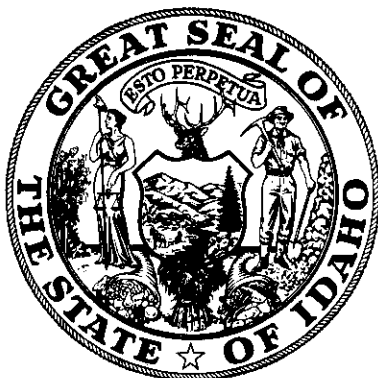
CERTIFICATE OF INCORPORATION  
OF

IDAHO EYE INCORPORATED

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 the above named corporation, 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: January 17, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION  
OF  
IDAHO EYE INCORPORATED

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of the Corporation under the Idaho Business Corporation Act, hereinafter called "the Act", adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is Idaho Eye Incorporated.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

General Purposes

The general purposes of the Corporation are as follows:

Section 1: To acquire real and personal property, facilities and equipment, and to own, operate and lease, real and personal property, facilities and equipment to professional indi-

viduals and professional corporations primarily engaged in providing medical services.

Section 2: To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of said state, territory or foreign country and to have and maintain in any state, territory or foreign country a business office.

Section 3: To do each and every thing necessary, advisable or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

Section 4: And all other powers as enumerated in the Act insofar as such powers are reasonably connected with or incidental to any of the other purposes hereinbefore outlined.

#### ARTICLE IV

##### Authorized Shares

Section 1 Capital. The authorized capital of the Corporation shall consist of 50,000 shares of non-assessable common stock, each such share of common stock having no par value.

Section 2 Stock. Such shares of common stock shall represent the voting stock of the Corporation. Each outstanding

share of common stock of the Corporation shall be entitled to one vote on any matter submitted to a vote at a meeting of the shareholders, each shareholder being entitled to vote his or her share in person or by proxy, executed in writing by such shareholder or by his or her duly authorized attorney-in-fact. At election for directors of the Corporation each shareholder entitled to vote in such election shall have the right to vote in person or by proxy the number of shares owned by him or her for each of the directors to be elected and for whose election he or she has a right to vote. There shall be no cumulative voting. Pre-emptive rights are hereby denied.

#### ARTICLE V

##### Commencement of Business

This Corporation shall not commence business until there has been paid in for the issuance of shares consideration of the value of at least One Thousand Dollars.

#### ARTICLE VI

##### PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION

Section 1. By-laws of the Corporation. The board of directors shall have the power to adopt by-laws for the Corporation and to amend the same from time to time at any regular or special meeting of the board of directors. Amendments to by-laws shall require a two-thirds majority of the directors pre-

sent in order to be adopted.

Section 2. Amendment to the Articles of Incorporation. The Articles of Incorporation may be amended by resolution of the board of directors and by the affirmative vote of a two-thirds majority of the shares of common stock voting at a regular or special meeting of the shareholders, provided that a quorum is present, and provided that notice of the proposed amendment shall have been given as provided in the by-laws of the Corporation.

#### ARTICLE VII

##### Initial Registered Office and Initial Registered Agent

Section 1: Registered Office. The address of the initial registered office of the Corporation is 2025 East 17th Street, Idaho Falls, Idaho 83401. The mailing address is Route 3, Box 286, Idaho Falls, Idaho 83401.

Section 2: Registered Agent. The name of the initial registered agent of the Corporation at such address is Kenneth W. Turley, M.D.

#### ARTICLE VIII

##### Officers and Directors

Section 1: Members of the Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of (3) members, and their respective names and addresses are:

Name

Address

Kenneth W. Turley, M.D.

840 Kinswood Street  
Idaho Falls, Idaho 83401

Sharon J. Turley

840 Kinswood Street  
Idaho Falls, Idaho 83401

Lana Savary

2025 East 17th Street  
Idaho Falls, Idaho 83401

which directors shall hold office until the first annual meeting of the shareholders of the Corporation and until their successors shall have been elected and qualified.

Section 2: Meetings of Subsequent Boards of Directors.

At the first annual meeting of the shareholders of the Corporation and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting of the shareholders. Each director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 3: Number of Directors. The number of Directors of the Corporation shall be fixed by the Board of Directors but shall in no case be less than three (3) nor more than fifteen (15).

Section 4(a): Officers. The officers of the Corporation shall be elected by the Board of Directors but may or may not also serve as directors. The officers shall include: President, Secretary, Treasurer and such Vice-Presidents as the Board of Directors may nominate and direct. One person may hold

the office of Secretary and Treasurer simultaneously, but such person need not be a shareholder of the Corporation. The duties of the officers shall be those usually incumbent upon the holders of such offices. The Board may from time to time elect and remove a Chairman of the Board whose duties shall be to conduct meetings of the Board and to serve as its titular head.

Section 4(b): Initial Officers. Until their successors are duly elected and qualified, the officers of the Corporation shall be as follows:

<u>Name</u>	<u>Office</u>
Kenneth W. Turley, M.D.	President
Sharon J. Turley	Vice-President
Lana Savary	Secretary/Treasurer


#### ARTICLE IX

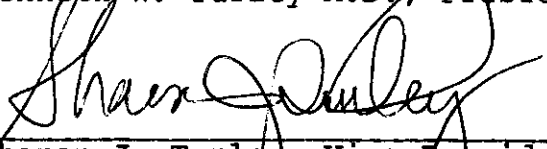
##### Incorporators

The name and address of each incorporator are:


<u>Name</u>	<u>Address</u>
Kenneth W. Turley, M.D.	840 Kinswood Street Idaho Falls, Idaho 83401
Sharon J. Turley	840 Kinswood Street Idaho Falls, Idaho 83401
Lana Savary	2025 East 17th Street Idaho Falls, Idaho 83401

EXECUTED this 17 day of December, 1985.

  
Kenneth W. Turley M.D., President

  
Sharon J. Turley, Vice-President

  
Lana Savary, Secretary/Treasurer

  
Kenneth W. Turley M.D.  
Registered Agent

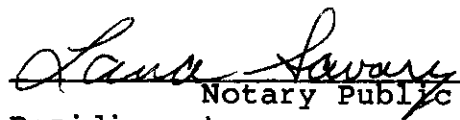
STATE OF IDAHO

County of

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) SS.  
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I, LANA SAVARY, a Notary Public, hereby  
certify that on the 17<sup>th</sup> day of DECEMBER,  
1985, personally appeared before me Kenneth W. Turley M.D.,  
Sharon J. Turley and Lana Savary, who being by me first duly  
sworn severally declared that they are the persons who signed the  
foregoing document as incorporators, and that the statements  
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
the date and year first above written.

  
Notary Public  
Residing at:

My Commission Expires:

4-30-91