

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VORLICKY AND CAMMANN, P.A.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being all of the shareholders of Vorlicky and Cammann, P.A., an Idaho professional association ("Corporation"), under and pursuant to the provisions of the Idaho Corporation Act and the Professional Service Corporation Act, of the laws of the State of Idaho, do hereby replace and supercede the Articles of Incorporation of the Corporation filed December 30, 1977, as amended from time to time, in their entirety, with the following Amended and Restated Articles of Incorporation (the "Articles of Incorporation"):

ARTICLE 1. NAME.

The name of the Corporation is Vorlicky and Cammann, P.A.

ARTICLE 2. DURATION.

The period of the Corporation's duration is perpetual.

ARTICLE 3. PURPOSE.

The purpose and objects for which the Corporation is formed are as follows:

(a) This Corporation is formed and organized for the sole and specific purpose of rendering professional dental services to the public by and at the direction of persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of dentistry and such other allied professional services and business as allowed under the Professional Service Corporation Act of the State of Idaho. The Corporation shall carry on the practice of dentistry and render professional dental services and related ancillary services only through or at the direction of its officers, employees and agents who are duly licensed or otherwise legally authorized to render or direct such professional services within the State of Idaho.

(b) This Corporation may not engage in any business other than the rendering of professional services as herein set forth; provided, however, that this Corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks, bonds or any other types of investments, or from owning real or personal property necessary for the rendering of professional services by the Corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of this Corporation, said officers and directors shall be, and hereby are authorized to do the following acts in the name of, and on behalf of, this Corporation:

(1) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon professional service Corporations.

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organized under the Professional Service Corporation Act of the State of Idaho, or under any act amendatory thereof, or supplemental thereto, or substituted therefore;

(2) To render professional services as licensed dentists and such other allied professional services as allowed under the Professional Service Corporation Act of the State of Idaho through its officers, employees and agents only, and only by said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional services within the State of Idaho; provided, that any officer, shareholder, agent or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this Corporation forthwith, and shall return any capital stock of this Corporation held by such individual to the treasury of the Corporation, to be canceled or otherwise disposed of by this Corporation in accordance with the provisions hereof the Amended and Restated Bylaws ("Bylaws") of this Corporation, and that certain Shareholder Agreement dated June 22, 2009, between and among the Shareholders.

(3) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however:

i) That this Corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of this Corporation;

ii) That the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

iii) No capital stock of this Corporation may be issued or transferred to anyone other than an individual who is duly licensed under the laws of the State of Idaho to practice dentistry as a licensed dentist and who is eligible to be a shareholder of a Corporation under the provisions of the Internal Revenue Code and related regulations governing Subchapter S Corporations; and provided,

further, that any common capital stock of this Corporation may not be voted by any person who is not at the time of such vote a licensed dentist in good standing under the laws of the State of Idaho;

iv) Subject to the provisions of the Professional Service Corporation Act of the State of Idaho, and any similar limitations contained in these Articles of Incorporation, the officers and directors of this Corporation shall be, and hereby are, authorized to transact any and all lawful business for which the Corporation may transact as allowed under the Idaho Business Corporation Act.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a professional association formed under the Professional Service Corporation Act of the State of Idaho, or any amendment thereof, or supplement thereto, or substitute therefore, may not at the time lawfully carry on or do.

ARTICLE 4. SHARES.

The Corporation is authorized to issue 100,000 shares of stock with a par value of one dollar (\$1.00) per share. There shall be only one class of shares.

ARTICLE 5. REGISTERED OFFICE AND AGENT.

The address of the registered office of the Corporation shall be 780 W. Cherry Lane, Meridian, ID 83642, and the initial registered agent at that office shall be Michael M. Cammann.

ARTICLE 6. DIRECTORS.

The number of directors of the Corporation shall be as specified in the Bylaws of the Corporation.

The current number of directors is four (4). The current directors shall serve until such directors' successors are hereafter elected and qualified. The current directors shall be as follows:

Michael M. Cammann, D.M.D.

780 W. Cherry Lane
Meridian, ID 83642

John M. Cammann, D.M.D.

780 W. Cherry Lane
Meridian, ID 83642

Jeffrey C. Laney, D.D.S.

780 W. Cherry Lane
Meridian, ID 83642

Andrew A. Reed, D.D.S.

780 W. Cherry Lane
Meridian, ID 83642

ARTICLE 7. AMENDMENT.

Amendments to these Articles of Incorporation shall require the affirmative vote of shareholders holding more than sixty percent (60%) of the issued and outstanding shares.

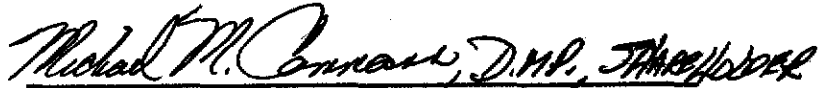
ARTICLE 8. PREEMPTIVE RIGHTS.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Professional Service Corporation Act of the State of Idaho and the Idaho Business Corporation Act.

ARTICLE 9. DATE OF ADOPTION.

The above referenced amendment was adopted by resolution of all of the shareholders of the Corporation effective the 22nd day of June, 2009.

IN WITNESS WHEREOF, we have hereunto set our hands effective as of the 22nd day of June, 2009.


Michael M. Cammann, D.M.D., Shareholder

John M. Cammann, D.M.D., Shareholder

Jeffrey C. Laney, D.D.S., Shareholder

Andrew A. Reed, D.D.S., Shareholder

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