



**CERTIFICATE OF INCORPORATION
OF**

NORTHWEST ORTHO SURGICAL COMPANY, INC. OF IDAHO

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: August 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Gonzalez*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF

90 JUL 19 AM 9:41 NORTHWEST ORTHO SURGICAL COMPANY, INC. OF IDAHO
An Idaho Corporation

SECRETARY OF STATE
JUL 19 1988

The undersigned natural person of the age of 18 years or more, acting as incorporator under the Idaho Model Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NORTHWEST ORTHO SURGICAL COMPANY, INC. OF IDAHO is the name of this corporation.

ARTICLE II

The aggregate number of shares which the corporation shall have the authority to issue is 500 shares of \$1.00 par value Class A voting common stock and 500 shares of \$1.00 par value Class B nonvoting common stock. The Class B common stock shall be same in every manner as the Class A common stock of this corporation, save and except that the Class B common stock shall not be entitled to vote in any meeting of stockholders. Other than the aforementioned limitation, the Class B common stock of this corporation shall be entitled to all the other rights that stockholders of this corporation are entitled to.

ARTICLE III

The name of the initial registered agent is CT Corporation System. The address of the initial registered office is 300 N. Sixth Street, Boise, Idaho 83701.

ARTICLE IV

All notices from the Corporation Division regarding this corporation should be mailed to CT Corporation System, 300 N. Sixth Street, Boise, Idaho 83701.

ARTICLE V

The incorporator of this corporation is Steven M. Cyr whose address is 1230 S. W. First Avenue, Third Floor, Portland, Oregon 97204

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ARTICLE VI

Except as otherwise provided by law, a director of the corporation shall have no personal liability to the corporation or to its shareholders for money damages for his or her conduct as a director.

ARTICLE VII

The shareholders of the corporation shall have preemptive rights.

ARTICLE VIII

The corporation may acquire its own shares and shares so acquired constitute authorized but unissued shares.

ARTICLE IX

The duration of the corporation shall be perpetual.

ARTICLE X

The purpose of the corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Model Business Corporation Act.


ARTICLE XI

The number of directors constituting the initial Board of Directors shall be three. The terms of the initial directors shall expire at the first meeting of the shareholders of corporation at which directors are elected. The names and addresses of the initial directors are:

Steven M. Cyr	1230 S. W. First Avenue Third Floor Portland, Oregon 97204
V. Alan Ingram	8082 S.W. Nimbus Beaverton, Oregon 97005
Judy Ingram	8082 S.W. Nimbus Beaverton, Oregon 97005

DATED this 17 day of July, 1990.

INCORPORATOR:



Steven M. Cyr

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COMPANY, INC. OF IDAHO