



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

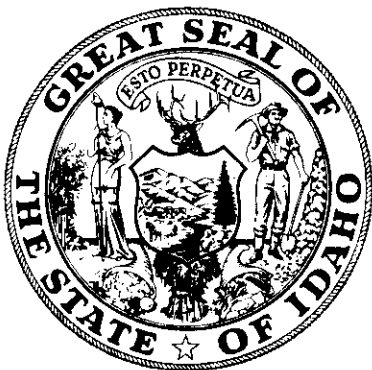
Charles E. Reed, M.D. and Hugh E. Eddy, M.D., P.A.

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 _____

~~Charles E. Reed, M.D. and Hugh E. Eddy, M.D., P.A.~~,
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 October 11, 19 70.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

FILED

OF

OCT 11 1 59 PM '79

CHARLES E. REED, M.D. AND HUGH E. EDDY SECRETARY, OFFSTATE

(Doing business under the assumed corporate name of
Caldwell Internal Medicine Professional Association)
(A Professional Corporation)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, and being duly licensed physicians, qualified to practice medicine pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Idaho, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Corporate Name

The name of the Corporation is Charles E. Reed, M.D. and Hugh E. Eddy, M.D., P.A.

ARTICLE II

Time of Duration

The duration of this corporation is perpetual.

ARTICLE III

Purpose

The purposes for which this Corporation is organized are:

A. To render professional services performed by physicians, and any and all services ancillary thereto, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine.

B. This Corporation shall not engage in any business other than rendering the aforementioned services; provided, however, that this Corporation may own real and personal property necessary or appropriate for rendering the type of professional service for which it was organized; may invest its funds in real estate, mortgages, stock, bonds and any other type of investment; may enter into contracts, appoint agents, borrow money, incur indebtedness and do any other lawful thing necessary or proper to the transaction affairs and purposes of the Corporation.

C. This Corporation may exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapters I and XIII of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and may do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

D. All the foregoing provisions of this Article III are to be construed both as objects and powers, and it is hereby expressly provided that the 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 herein contained 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 professional corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do.

ARTICLE IV

Registered Office and Agent

The location and post office address of the Corporation's registered office in the State of Idaho, and the name of its registered agent at that address is: Charles R. Reed, 222 East

Elm Street, Caldwell, Idaho 83605.

ARTICLE V

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 50 shares of common voting stock, each of which shall have no par value. No shares may be issued to any person who is not duly licensed to render the same specific professional services as those for which the Corporation was organized. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

Restriction on Transfer of Shares

No stockholder shall have the right or power to pledge, sell, or otherwise dispose of or encumber any share or shares of stock in this corporation without prior approval of the Board of Directors or without first offering such shares for sale to the Corporation. Such offer shall be made in writing, signed by the shareholders, and mailed or delivered to the Corporation at its principal place of business, and may be accepted by the Corporation at any time within thirty (30) days from the date of mailing or delivery.

In the event the Corporation fails to purchase said stock within the thirty (30) day period, then the other stockholders of record at the time thereof shall have the right to purchase said stock on the same terms and conditions as those available to the Corporation, and may elect to so purchase within thirty (30) days after the expiration of the first thirty (30) day period. Should less than all of the remaining stockholders

desire to exercise their right of purchase, those so desiring shall be allowed to purchase all of the selling stockholder's stock so offered for sale in the proportion that the total shares then owned by each respective buyer bears to the total number of shares of all such buyers. On expiration of the second thirty (30) day period, any stock not disposed of may be sold or disposed of by the selling shareholder upon such terms and conditions as he shall select, except that said shareholder may not sell or dispose of his stock to third parties upon terms and conditions more favorable than first offered to the Corporation and other shareholders under this Article.

This provision shall also be binding upon any executor, administrator, or other legal representative of any stockholders in case of the sale or pledge of any share or shares of such stock by such executor, administrator or other legal representative, and reference to this provision shall be embodied in writing, printed or stamped upon each certificate of stock and this provision shall be a part thereof, binding upon each and every present or future owner thereof, regardless of the manner by which such stock is acquired.

ARTICLE VII

Incorporators And Directors

The name and post office address of each incorporator of the Corporation, and the name and post office address of each of the initial directors named by the organizers or incorporators to serve until the first election of the directors are: Charles E. Reed, 222 East Elm, Caldwell, Idaho 83605

Hugh E. Eddy, 222 East Elm, Caldwell, Idaho 83605

ARTICLE VIII

Officers, Directors, and Stockholders Contracts

A contract or other transaction with the Corporation may be permitted regardless of the fact that an officer, director or stockholder of this company is financially interested in, or may be interested in, such transactions. No contract, act, or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that an officer, director or stockholder of this Corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become an officer, director or stockholder of this Corporation is hereby relieved from any liability that he might otherwise incur in the event such officer, director or stockholder contracts with the Corporation, provided said officer, director or stockholder acts in good faith.

ARTICLE IX

By-Laws


A majority of the directors may adopt By-Laws for the Corporation which are not inconsistent with these Articles or the laws of the State of Idaho, and may from time to time amend and repeal any such By-Laws.

ARTICLE X


Amendment of Articles

These Articles may be amended in any manner provided in the Idaho Business Corporation Act and the Idaho Professional Service Corporation Act.

EXECUTED BY the undersigned this 29 day of Sept,
1977.



Charles E. Reed



Hugh E. Eddy

STATE OF IDAHO)
County of Canyon) ss.

On this 29 day of September, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared Charles E. Reed and Hugh E. Eddy, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)

Charles E. Reed
NOTARY PUBLIC
Residing at: Caldwell, Idaho
My Commission Expires: 2-15-81