

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

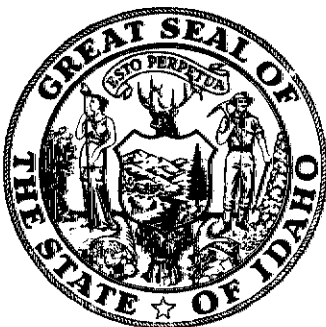
RICHARD L. ZAHN, M.D., P.A.

File number C 108116

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: October 26, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION  
OF  
RICHARD L. ZAHN, M.D., P.A.

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SEC. OF STATE  
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The undersigned, being over the age of twenty-one (21) years, and who is duly licensed or otherwise legally authorized to render medical services in the State of Idaho, for the purpose of forming a corporation under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, of the Idaho Code, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "RICHARD L. ZAHN, M.D., P.A." and its existence shall be perpetual.

ARTICLE II.

This Corporation shall render medical services through its duly licensed or otherwise legally authorized employees and agents in accordance with Title 30, Chapter 30, of the Idaho Code and shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

In limitation of the general powers conferred on this Corporation by the laws of the State of Idaho, it is expressly provided that:

1. This professional service corporation shall not issue, nor shall any shareholder sell or transfer, his/her shares in this professional corporation except to an individual who is duly licensed to practice medicine under the laws of this state, or otherwise duly authorized to render such professional services.

2. The Board of Directors of this Corporation may make Bylaws which contain a provision regarding restraints on alienation of the shares of this Corporation.

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Nothing contained in this Article II shall be deemed to authorize or permit this Corporation to carry on any business, exercise any power, or do any acts which a corporation formed under the Idaho Professional Service Corporation Act may not at any time lawfully carry on or do.

#### ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

#### ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights.

#### ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 250 Northwest Boulevard, Suite 102 Coeur d'Alene, Idaho 83814-2971.

2. The registered agent of this Corporation at that address shall be Michael M. Megaard.

#### ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. This Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

#### ARTICLE VII.

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract, and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its directors, officers, or shareholders or with any corporation,

association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members, or otherwise.

3. The first director of this Corporation shall be one (1) in number and his address is as follows:

<u>Name</u>	<u>Address</u>
Richard L. Zahn, M.D.	2295 East Honeysuckle Hayden Lake, Idaho 83835

4. The term of the first director shall be until the first annual meeting of the shareholders of this Corporation and until his successor is elected and qualified.

5. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from breach of fiduciary duty as a director, except this limitation on liability shall not apply to (i) any breach of the director's duty of loyalty, (ii) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (iii) liability provided for under Idaho Code Section 30-1-48, or (iv) any transaction from which the director derives an improper personal benefit. This limitation on liability shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Code is amended to authorize corporate action eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Code, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

6. The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs

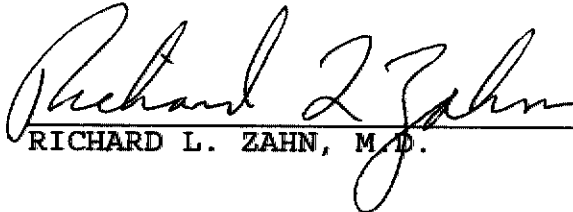
or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard L. Zahn, M.D.	2295 East Honeysuckle Hayden Lake, Idaho 83835

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 17<sup>th</sup> day of October, 1994.

  
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RICHARD L. ZAHN, M.D.