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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BENEWAH EMERGENCY PHYSICIAN ASSOCIATES, P.C.

The undersigned incorporators, desiring to form a Corporation pursuant to the provisions of the Idaho Professional Service Corporation Act, Idaho Code Section 30-1301 et seq. (Act), adopt the following Articles of Incorporation:

ARTICLE I.

Name. The name of the corporation is Benewah Emergency Physician Associates, P.C.

ARTICLE II.

Purposes. The purpose for which this Corporation is formed is to provide emergency medical services to Benewah Community Hospital and St. Maries Family Medicine. In connection with this purpose, the Corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments; to acquire, own, and dispose of real and personal property; to enter into contracts, and engage in any lawful business necessary for the rendering of such professional services; to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth; and to do every other act incidental thereto which is not prohibited by the laws of the State of Idaho or the provisions of these Articles of Incorporation. The Corporation may further engage in any or all other lawful businesses or practices for which corporations may be organized under the Professional Services Corporation Act.

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ARTICLE III.

Duration. The period of duration of this Corporation is perpetual.

ARTICLE IV.

Registered Office and Registered Agent. The address of the Corporation's initial registered office in the State of Idaho is Route 1 Box 206, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the Corporation's initial registered agent is P. Michael Stone, M.D.

ARTICLE V.

Stock. The aggregate number of shares the Corporation is authorized to issue is One Thousand (1,000), shares of non-assessable common stock, having no par value.

ARTICLE VI.

Indemnification/Liability. To the fullest extent permitted by law, this Corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any

indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director or officer shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for:

(i) The amount of a financial benefit received by a director or officer to which he or she is not entitled:

(ii) An intentional infliction of harm on the corporation or the shareholders;

(iii) An intentional violation of criminal law; or

(iv) A director shall also be liable for a violation of Section 30-1-833, Idaho Code.

ARTICLE VII.

Holding and Transfer of Stock. Corporate stock shall be issued only to persons duly licensed and legally authorized to practice medicine in the State of Idaho. No shareholder of the Corporation shall enter into a voting trust agreement, or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

No shareholder of the Corporation may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specially called for such purpose, by such proportion,

not less than a majority, of the outstanding stock as may be provided in the certificate of incorporation or in the bylaws of the Corporation.

Nothing in this Article is intended to compromise the authority of a disqualified shareholder or personal representative of a shareholder from exercising his or her authority to sell the outstanding shares of the Corporation consistent with the provisions of Idaho Code Section 30-1309A.

ARTICLE VIII.

Directors. The business of the Corporation shall be managed and conducted by a Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the initial Board of Directors is two (2), and the name and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected are:

	NAME	ADDRESS
1.	P. MICHAEL STONE, M.D.	P. O. Box 484 St. Maries, Idaho 83861
2.	RICHARD K. THURSTON, M.D.	P. O. Box 411 St. Maries, Idaho 83861

A person who is not a shareholder may not serve as a director of the Corporation.

ARTICLE IX.

Officers. The Corporation shall have four (4) corporate officers. There shall be established the office of President, Vice President, Secretary and Treasurer. If the

Corporation has only one (1) shareholder, a non-shareholder shall act as the Secretary of the Corporation. All other offices of the Corporation shall be held by a shareholder. A single shareholder may hold more than one office.

ARTICLE X.

Voting Entitlement of Shares.

(1) Except as provided in Article XI. below providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) This corporation is not entitled to vote treasury shares.

(3) This Article does not limit the power of a disqualified shareholder or personal representative of such shareholder from exercising any voting rights conferred pursuant to Section 30-1309A, Idaho Code.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE XI.

Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

ARTICLE XII.

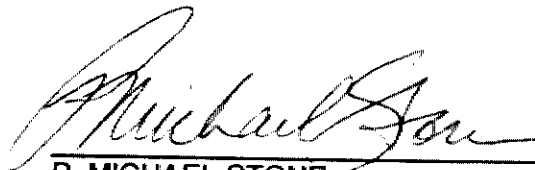
Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE XIII.

Incorporators. The name and address of the incorporator for this Corporation is:

	NAME	ADDRESS
1.	P. MICHAEL STONE, M.D.	P. O. Box 484 St. Maries, Idaho 83861
2.	RICHARD K. THURSTON, M.D.	P. O. Box 411 St. Maries, Idaho 83861

EXECUTED in duplicate this 8th day of September, 1998.


P. MICHAEL STONE


RICHARD K. THURSTON
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