



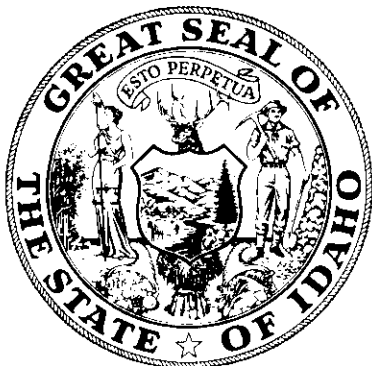
CERTIFICATE OF AUTHORITY
OF

UNIVERSITY CITIES WOMEN'S CLINIC, P.S.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **UNIVERSITY CITIES WOMEN'S CLINIC, P.S.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **UNIVERSITY CITIES WOMEN'S CLINIC, P.S.** to transact business in this State under the name **UNIVERSITY CITIES WOMEN'S CLINIC, P.S.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 26, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is University Cities Women's Clinic, P.S.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Washington
4. The date of its incorporation is June 23, 1983 and the period of its duration is perpetual
5. The address of its ~~XXXXXX~~ office in the state or country under the laws of which it is incorporated is REGISTERED
210 ONB Bldg., Pullman, WA 99163
6. The address to which correspondence should be addressed, if different from that in item 5 S. E. 840 Green Hill Road., Pullman, WA 99163
7. The street address of its proposed registered office in Idaho is 803 South Jefferson,
Moscow, Idaho 83843, and the name of its proposed registered agent in Idaho at that address is Ronald R. Helm, M.D.
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Practice of medicine

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Ronald R. Helm, M.D.</u>	<u>President, V-P</u>	<u>S.E. 840 Greenhill Rd.</u>
	<u>& Director</u>	<u>Pullman, WA 99163</u>
<u>Carole A. Helm</u>	<u>Secy - Treas.</u>	<u>same</u>

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>\$1.</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1970	common	\$1

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 8-29, 19 83

University Cities Women's Clinic, P.S.

By Ronald R. Helm, M.D.
Ronald R. Helm, M.D.

Its _____ President

and Carole A. Helm
Carole A. Helm

Its _____ Secretary

STATE OF WASHINGTON)
COUNTY OF WHITMAN) ss:

I, Gary D. Crowe, a notary public, do hereby certify that on this 29 day of Aug, 19 83, personally appeared before me Ronald R. Helm, M.D., who being by me first duly sworn, declared that he is the President of University Cities Women's

Clinic, P.S.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Gary D. Crowe
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

UNIVERSITY CITIES WOMEN'S CLINIC, P.S.

a Washington profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 2-332913-9

Date: June 23, 1983

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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013-017

JUN 23 1983

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
UNIVERSITY CITIES WOMEN'S CLINIC, P.S.

The undersigned, being over the age of 18 years and legally authorized to practice medicine in the state of Washington, acting as incorporator of a corporation under the Professional Service Corporation Act, adopts in duplicate the following articles of incorporation for the corporation.

Article 1: Name and Duration

The name of the corporation shall be UNIVERSITY CITIES WOMEN'S CLINIC, P.S. The duration of the corporation shall be perpetual.

Article 2: Purposes

The purpose for which the corporation is formed is to engage in the practice of medicine under the laws of the state of Washington, provided that the practice of medicine shall be rendered only by and through the directors, officers, employees and agents of the corporation, all of whom must be legally authorized to practice medicine in the state of Washington. This corporation shall not engage in any business other than the rendering of professional services for which it was incorporated. The corporation may, however, invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance or any other type of investment permitted by RCW 18.100 as from time to time amended.

Article 3: Capitalization

3.01 Number and Classes of Shares. The corporation is authorized to issue only one class of stock, which shall be called common stock. The total number of shares of common stock that the corporation is authorized to issue is 50,000 shares having \$1 par value.

3.02 Powers With Respect to Shares. The corporation shall have the right to purchase, take, receive or otherwise acquire,

hold, own, pledge, transfer and dispose of its own shares to the extent of both its unrestricted and unreserved capital surplus.

3.03 Preemptive Rights. The owners of shares of this corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

3.04 No Cumulative Voting. Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him or her for as many persons as there are directors to be elected and for whose election he or she has a right to vote, and no shareholder shall be entitled to cumulate his or her votes..

3.05 Restrictions on Ownership of Shares. No shares of the stock of the corporation shall be issued to anyone other than an individual who is legally authorized to practice medicine in the state of Washington. No shareholder of this corporation shall sell or transfer any of his shares in the corporation except to another individual who is eligible to be a shareholder of this corporation, and then only in accordance with procedures set forth in the bylaws of the corporation for such sale or transfer. Any shares transferred to any person or entity ineligible to be a shareholder, whether such transfer be voluntary, involuntary or by operation of law, shall be redeemed or cancelled by the corporation. No shareholder shall enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise a voting power of any or all of his stock. If any director, officer, shareholder, agent or employe of the corporation becomes legally disqualified to practice medicine in the state of Washington, he or she shall immediately sever all employment with and financial interest in the corporation.

Article 4: General Provisions

4.01 Bylaws. The board of directors shall have full power to adopt, alter, amend or repeal the bylaws of the corporation. Nothing herein shall restrict the concurrent power of the shareholders to adopt, alter, amend or repeal bylaws.

4.02 Amendment to Articles. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by law. All rights of shareholders of the corporation are granted subject to this reservation.

P.O. Box 307,

4.03 Registered Office and Agent. The address of the initial registered office of the corporation is 210 Old National Bank Bldg., Pullman, WA 99163, and the name of its initial registered agent at that address is Albert J. Schauble.

4.04 Contracts with Interested Parties. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions. In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction. In the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the previous sentence shall not apply unless the nature of the interest of such director or officer, though not necessarily the details or extent thereof, is disclosed or known to the board of directors at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

Article 5: Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of directors of this corporation shall be prescribed in the bylaws, but the number of first directors shall be one. The first directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified. The names and post office addresses of the first directors are as follows:

<u>Name</u>	<u>Address</u>
Ronald R. Helm, M.D.	S. E. 840 Green Hill Road Pullman, WA 99163

Article 6: Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ronald R. Helm, M.D.	S. E. 840 Green Hill Road Pullman, WA 99163

Signed under penalty of perjury on June 20, 1983.

Ronald R. Helm, M.D.
Ronald R. Helm, M.D.
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Albert J. Schauble, hereby consent to serve as registered agent, in the state of Washington, for UNIVERSITY CITIES WOMEN'S CLINIC, P.S., a Washington corporation. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated: June 20, 1983

Albert J. Schauble
Albert J. Schauble
P.O. Box 307,
210 Old National Bank Bldg.
Pullman, WA 99163