

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CARL M. MELINA, M.D., P.C.

File number C 113136

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: December 26, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Carla Seibel*

Dec 26 8 39 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

CARL M. MELINA, M.D., P.C.

The undersigned, being a duly licensed physician qualified to practice medicine pursuant to the laws of the State of Idaho, for the purpose of forming a professional corporation under the "Professional Service Corporation Act" of the State of Idaho, adopt the following Articles of Incorporation for such corporation."

FIRST: The name of the corporation is Carl M. Melina, M.D., P.C.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the rendering of professional services of a physician and engaging in the practice of medicine in the State of Idaho and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, such shares to consist of one class only and shall have a par value of one dollar (\$1.00) per share.

The aggregate par value shall be \$10,000.

No shares may be issued to anyone other than an individual who is ² ~~only~~ 62585

IDAHO SECRETARY OF STATE
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licensed or otherwise legally authorized by the State of Idaho to render professional services of a physician, as provided by the Idaho Professional Service Corporation Act.

No person can continue to hold shares except as provided under the provisions of the Idaho Professional Service Corporation Act, and the by-laws of the Corporation.

FIFTH: No shareholder may sell or transfer his shares in the Corporation except as provided by the Idaho Professional Corporation Act, provided, however, the board of directors may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of the shares, as provided by the Idaho Professional Corporation Act.

SIXTH: The address of the initial registered office of the corporation is 3646 Kasper Road, Moscow, Idaho 83843, and the name of its initial registered agent at such address is Carl M. Melina.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Carl M. Melina	3646 Kasper Road, Moscow, ID 83843

EIGHTH: No director of the Corporation shall be deemed to have duly

qualified as such unless he shall be the holder of record of one or more of the shares of the Corporation entitled to voting power. Should any director of the Corporation cease to hold of record one or more such shares, his office as director shall be vacant.

NINTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Carl M. Melina	3646 Kasper Road, Moscow, ID 83843

TENTH: The Board of Directors is expressly authorized to make distribution from capital surplus under the provisions of Section 30-1-46, Idaho Code, as amended.

DATED this 21st day of December, 1995.



Carl M. Melina

STATE OF IDAHO)
) ss.
County of Latah)

On this 21st day of December, 1995, personally appeared before me, the undersigned, a Notary Public in and for said State, Carl M. Melina, the party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him, the contents of said certificate, and he did acknowledge that he signed, sealed, and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the
date last above written.



NOTARY PUBLIC, in and for the
State of Idaho, residing at
Moscow, therein.
My Commission Expires: 1-26-2000