

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TETON RETINAL INSTITUTE, 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 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: November 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rabies*

ARTICLES OF INCORPORATION

OF

TETON RETINAL INSTITUTE, P.A.

RECEIVED

I, the undersigned, being a natural person of the age of eighteen years or more and an individual duly licensed or otherwise legally authorized to render professional services within the State of Idaho, acting as incorporator of a professional corporation under the Idaho Professional Service Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of the Corporation is the TETON RETINAL INSTITUTE, P.A.

ARTICLE II

Duration of Corporation

The period of duration of this corporation is perpetual.

ARTICLE III

Purpose

The general purposes and objectives for which the corporation is organized are:

a. To operate a business of practicing medicine and surgery as permitted by Idaho Code (I.C.) 30 1303(1).

b. All such general and specific powers and purposes prescribed by the Professional Services Corporation Act of the State of Idaho and laws amendatory thereto, including the right to make investments as provided for in I.C. 30-1307.

c. In addition, and not by way of limitation, to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof as permitted or specifically authorized by existing law or laws hereafter enacted.

ARTICLE IV

Authorized Shares

The aggregate number of shares which this corporation shall have authority to issue is fifty thousand (50,000) shares of common stock with no par value. All shares of common stock of this corporation shall be of the same class and shall have the same rights and preferences. Fully paid shares of common stock of this corporation shall not be liable to further call or assessment.

ARTICLE V

Pre-emptive Rights

The authorized shares of common stock of this corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors of this corporation shall determine; provided, however, that the shareholders shall have pre-emptive rights to acquire unissued shares of common stock of this corporation.

ARTICLE VI

Voting of Shares

As to all actions to be voted on by the shareholders, each holder of common stock of the corporation shall be entitled to one vote for each share of such stock standing in his name on the books of the corporation, and shall not be entitled to accumulate votes for the purpose of electing directors.

ARTICLE VII

Commencing Business

This corporation shall not commence business until consideration of a value of at least one thousand dollars (\$1,000.00) shall have been received by this corporation for the issuance of its shares of common stock.

ARTICLE VIII

By-Laws

The Director(s) shall and the shareholders may adopt By-Laws which are not inconsistent with law or these Articles of Incorporation for the regulation and management of the affairs of this corporation. These By-Laws may be amended from time to time, or repealed, pursuant to law.

ARTICLE IX

Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Darryl G. Moffett, Jr.
2860 Channing Way, Suite 106
Idaho Falls, Idaho 83404

ARTICLE X

Directors

The number of Directors constituting the initial Board of Directors of this corporation is one (1), and subsequent to the organizational meeting of this corporation, the number of Directors shall be determined by the By-Laws of this corporation. The name and address of the person who is to serve as Director, until the first meeting of the shareholders, of this corporation or until his successor(s) are elected and qualified, is:

Darryl G. Moffett, Jr., President and Shareholder
2860 Channing Way, Suite 106
Idaho Falls, Idaho 83404

ARTICLE XI

Incorporator

The name and address of the incorporator is:

Darryl G. Moffett, Jr.
2860 Channing Way, Suite 106
Idaho Falls, Idaho 83404

The powers of the incorporator(s) are to terminate upon the filing of these Articles of Incorporation and thereafter the affairs of this corporation shall be governed by the Director(s) set forth herein.

ARTICLE XII

Officers and Directors Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a Director or officer of this corporation is interested in, or is a Director or officer of such other corporation. Any Director, individually or with others, may be a party to, or may be interested in any

transaction of this corporation or any transaction in which this corporation is interested. Each person who is now or may become a Director of this corporation is hereby relieved from and indemnified against liability that might otherwise obtain in the event such Director contracts with this corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said Director acts in good faith.

ARTICLE XIII

Director Liability

No Director shall be held liable to the corporation or to any shareholder for monetary damages for breach of fiduciary duty, except for any breach of the Director's duty of loyalty to the corporation or its shareholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for actions proscribed under Idaho Code Annotated; or for any transaction from which the Director derived an improper personal benefit.

ARTICLE XIV

Section 1244 Stock

Shares of stock of this corporation authorized and issued pursuant to these Articles are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1986, as amended, and shall be known as Section 1244 stock.

DATED this 17 day of September 1993.

Darryl G. Moffett, Jr.

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept appointment as Registered Agent for:

Teton Retinal Institute, P.A.
2860 Channing Way, Suite 106
Idaho Falls, Idaho 83404

Darryl G. Moffett, Jr.

STATE OF IDAHO)

COUNTY OF BONNEVILLE)

: ss

The foregoing instrument was acknowledged before me this 17
day of September 1993, by Darryl G. Moffett as
incorporator, and by Darryl G. Moffett, Jr. as registered agent.

My commission expires:

2-20-97

Pat Hersley
Notary Public residing at:

Bonneville County
Idaho Falls, ID

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