

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

HOUSE CALLS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOUSE CALLS INC. 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 HOUSE CALLS INC. to transact business in this State under the name HOUSE CALLS INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 15, 19 80.



Pete T. Cenarrusa

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 House Calls Inc.
2. *The name which it shall use in Idaho is House Calls Inc.
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is February 1, 1977 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2153 S. W. Main Street, Portland, Oregon 97205
6. The address of its proposed registered office in Idaho is Bank of Idaho Building,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is Robert J. Koontz
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
provision of house calls by physicians
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Michael J. Ognall</u>	<u>President and Director</u>	<u>2153 S. W. Main Street, Portland, OR 97205</u>
<u>Albert Rose</u>	<u>Secretary and Director</u>	<u>Air Call (Holdings) Ltd., 176/184 Vauxhall</u>
	<u>Treasurer and</u>	<u>Bridge Rd., London, SW1V 1DX, England</u>
<u>J. O. Stanley</u>	<u>Director</u>	<u>" " " "</u>
<u>G. Todd Norvell</u>	<u>Assistant Secretary</u>	<u>900 S. W. Fifth Ave., Portland, OR 97204</u>
<u>J. Warren Tayler</u>	<u>Director</u>	<u>Air Call (Holdings), etc.</u>

9. 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>5,000</u>	<u>A voting common</u>	<u>\$1</u>
<u>5,000</u>	<u>B nonvoting common</u>	<u>\$1</u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

10. 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
<u>1,350</u>	<u>A</u>	<u>\$1</u>
<u>5,000</u>	<u>B</u>	<u>\$1</u>

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

12. 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 February, 19 80.

HOUSE CALLS INC.

By

Michael J. Ognall

Its

President

and

G. Todd Norvell

Its

Assistant

Secretary

STATE OF OREGON)

)ss:

COUNTY OF MULTNOMAH)

I, Julia M Brooks, a notary public, do hereby certify that on this 12 day of February, 19 80, personally appeared before me G. Todd Norvell, who being by me first duly sworn, declared that he is the Assistant Secretary of House Calls Inc.

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

Julia M. Brooks
Notary Public

My commission expires: 10-30-80

*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.



Department of Commerce Corporation Division

Certificate of Good Standing

OF

HOUSE CALLS INC.

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That the records in my office and in my care and custody as Corporation Commissioner of the State of Oregon show that the above corporation was incorporated under the Oregon Business Corporation Act the 1st day of February, 1979; and is an existing corporation in good standing, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 31st day of January, 1980.



Frank J. Healy

Corporation Commissioner

By *Hellie Smith*

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of HOUSE CALLS INC.
..... with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 31st day of January, 19 80 .

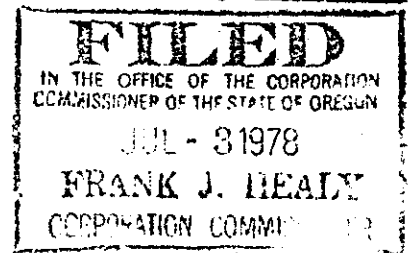


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Frank J. Healy
Corporation Commissioner

By *Hellie J. Healy*

FILE NO. 119306



Articles of Amendment
of

HOUSE CALLS INC.
(Present (not new) Corporate Name)

Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

House Calls Inc.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

June 30, 1978:

(The article or articles being amended should be set forth in full as they will be amended to read.)

(See Attached)

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3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 5,000; entitled to vote thereon 5,000; voted for amendment 5,000; voted against amendment 0.

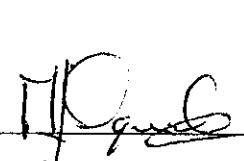
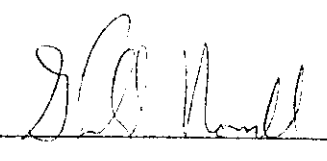
4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment: N/A

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u>	<u>Against</u>
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5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows: N/A

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$ 3,750. Change effected as follows: Following the conversion described above, there shall be issued and outstanding 750 shares of \$1 par value Class A voting common stock and 2,500 shares of \$1 par value Class B nonvoting common stock for a total of 3,250 shares. Now issued and outstanding are 5,000 shares of \$1 par value common stock. The difference between \$5,000 and \$3,250 or \$1,750 shall be transferred to capital surplus.

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

	and	
_____ President		_____ Asst. Secretary

Dated June 30 (1978)

HOUSE CALLS INC.

Attachment to
Articles of Amendment

2.

"Article I

"The name of this corporation is House Calls Inc. and its duration shall be perpetual."

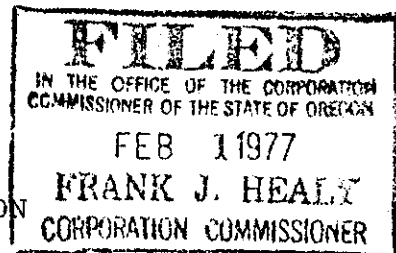
"Article III

"(a) The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of \$1 par value Class A voting common stock and 5,000 shares of \$1 par value Class B nonvoting common stock. Except that such Class B shares shall have no voting rights, all shares of such Class A and Class B common stock shall have equal rights and preferences, including, without limitation, rights and preferences with respect to dividends and to the assets of the corporation upon its voluntary or involuntary liquidation.

"(b) Each share of the heretofore outstanding \$1 par value common stock is hereby changed into (i) 0.15 share of \$1 par value Class A voting common stock and (ii) 0.50 share of \$1 par value Class B nonvoting common stock."

Attachment to
Articles of Amendment
Section 2

FILE NO. 119306



ARTICLES OF INCORPORATION

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is House Calls Inc.

ARTICLE II.

The purpose for which the corporation is organized is to engage in any lawful activity for which corporations may be organized under Oregon Revised Statutes, Chapter 57.

ARTICLE III.

The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares of common stock of the par value of one dollar (\$1.00).

ARTICLE IV.

The address of the initial registered office of the corporation is 900 S. W. Fifth Avenue, 25th Floor, Portland, Oregon 97204.

The name of the initial registered agent at such address is Richard A. Cantlin, Jr.

ARTICLE V.

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Dr. M. J. Ognall

Air Call Limited
Lexicon House
Wilmington Grove
Leeds LS7 2BG
England

J. O. Stanley, M.A.

Air Call Limited
176-184 Vauxhall Bridge Road
London SW1V 1DX
England

ARTICLE VI.

The name and address of the incorporator is:

Richard A. Cantlin, Jr.

900 S. W. Fifth Avenue
25th Floor
Portland, Oregon 97204

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct and complete.


Richard A. Cantlin, Jr.

Dated January 31, 1977