

# State of Idaho

## Department of State

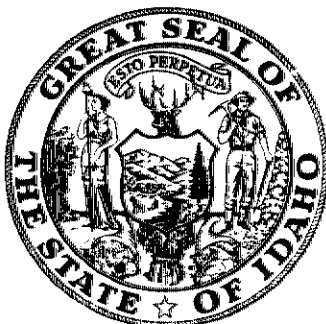
### CERTIFICATE OF INCORPORATION OF

MARK SZENTES, P.C.  
File number C 118964

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: April 2, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley B. Bowers*

**ARTICLES OF INCORPORATION  
OF  
MARK SZENTES, P.C.**

APR 2 3 19 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

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**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is MARK SZENTES, P.C.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSES**

The purpose for which this corporation is organized is to engage in every phase and aspect of rendering medical services to the public as a physician duly licensed under the laws of the State of Idaho, and in particular to engage in the practice of medicine in the specialty of general surgery, and generally to make investments as permitted under the Idaho Professional Service Corporation Act, as amended, including any amendments to said Act after the formation of this corporation.

**ARTICLE IV**

**POWERS**

This corporation shall have all the powers granted to corporations organized under the Idaho Business Corporation Act, as amended, except for such limitations thereon as may be imposed by the Idaho Professional Service Corporation Act, as amended, including any additional powers granted or limitations imposed by amendments to said Act after the formation of this corporation.

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## **ARTICLE V**

### **CAPITAL STOCK**

The total number of shares which this corporation is authorized to issue is ten thousand (10,000) shares of voting common stock of One Dollar (\$1.00) par value which shall be the only class of shares of this corporation.

## **ARTICLE VI**

### **RESTRICTIONS ON SALE OR TRANSFER OF SHARES**

Each shareholder in this corporation shall provide for the redemption or cancellation of all shares owned by him which are transferred to any person or entity ineligible under the Idaho Professional Service Corporation Act, as amended, to be a shareholder in this corporation, whether such transfer be voluntary, involuntary or by operation of law.

## **ARTICLE VII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

A. The first registered agent of this corporation in the State of Idaho is MARK SZENTES, M.D., F.A.C.S.

B. The address of the first registered agent and the first registered office of this corporation in the State of Idaho is 2593 W. Brockton Court, Eagle, Idaho 83616.

## **ARTICLE VIII**

### **DIRECTORS**

A. This corporation shall have at least one (1) director, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of one (1) director.

B. The names and addresses of the first Board of Directors of this corporation are as follows: MARK SZENTES, M.D., F.A.C.S. 2593 W. Brockton Court, Eagle, Idaho 83616.

C. The term of the first director shall be until the first annual meeting of the shareholders of this corporation and until their successors shall have been elected and are qualified, unless removed in accordance with the provisions of the Bylaws.

## **ARTICLE XII**

### **NO CUMULATIVE VOTING**

There shall be no cumulative voting of the shares in this corporation.

## **ARTICLE XIII**

### **INDEMNIFICATION OF DIRECTORS**

To the fullest extent permitted by Idaho law at the time these Articles become effective or as may be thereafter in effect, this corporation is authorized to indemnify any director of this corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advancement of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article XIII shall not adversely affect any right of a director of this corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

## **ARTICLE XIV**

### **DISTRIBUTION FROM CAPITAL SURPLUS**

This corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares and to make other distributions permitted by the laws of the State of Idaho to the extent of both its unrestricted and unreserved capital surplus.

## **ARTICLE XV**

### **LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law at the time these Articles become effective or as may thereafter be in effect, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article XV shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

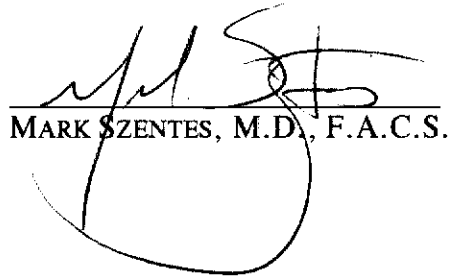
## ARTICLE XVI

### INCORPORATOR

The name and address of the incorporator, who is an individual legally authorized to render medical services in the State of Idaho, are as follows:

MARK SZENTES, M.D., F.A.C.S.  
2593 W. Brockton Court  
Eagle, Idaho 83616.

IN WITNESS WHEREOF the incorporator hereinabove named has hereunto set his hand in duplicate this 31 of March, 1997.



MARK SZENTES, M.D., F.A.C.S.