

FILED/EFFECTIVE

01 SEP 19 AM 8:56

SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IDAHO URGENT CARE, P.A.**

C138828

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IDAHO URGENT CARE, P.A.**

Pursuant to a resolution presented by the sole initial Incorporator as President of Idaho Urgent Care, P.A., an Idaho corporation duly organized under the Idaho Business Corporation Act, (subsequently called the "Corporation"), as adopted and approved by said Incorporator on August 29, 2001, said Incorporator as President of the Corporation hereby amends all of the Corporation's Articles of Incorporation on file with the Secretary of State, and hereby restate in their place the following Restated and Amended Articles of Incorporation for said Corporation, as allowed under Idaho Code Sections 30-1-1002 and 30-1-1007, and in accordance with Sections 30-1-1003 and 30-1-1006:

1. **Name.** The name of the Corporation is and shall continue to be Idaho Urgent Care, P.A.

2. **Authorized Shares.** The aggregate number of shares the Corporation is authorized to issue shall be one thousand (1,000), all of which shall be common voting stock.

3. **Registered Office and Agent.** The registered office of the Corporation is 329 South Woodruff Ave, Idaho Falls, Idaho, 83401, and its registered agent at that address is Stephen H. Telford.

4. **Purpose.** The purpose for which the Corporation is organized is to provide consulting services and all other purposes allowed by the laws of the State of Idaho.

5. **Incorporator.** The name and address of the sole Incorporator is David Bowman, 329 South Woodruff Ave, Idaho Falls, Idaho (83401). At the time when these Amended and Restated Articles of Incorporation were adopted and approved by said Incorporator as President of the Corporation, by resolution on August 29, 2001, there were no Directors and/or other Officers, and said Incorporator as President unanimously voted in favor of the resolution adopting and approving these Amended and Restated Articles of Incorporation, with none voting against such resolution.

6. **Preemptive Rights.** The Corporation elects to have preemptive rights.


7. **No Directors.** The Corporation shall have no Directors. Instead, the power to conduct and manage the affairs of the Corporation normally conferred or imposed upon Directors by the Idaho Business Corporation Business Act, Idaho Code Sections 30-1-101 *et seq.*, shall be conferred or imposed upon the Stockholders.

IDAHO SECRETARY OF STATE
09/19/2001 05:00
CK: 28790 CT: 1498 DN: 419863
1 @ 38.00 = 38.00 AMEND PROF # 2

8. **Indemnification.** The Corporation shall indemnify the Officers and Stockholders of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Amended and Restated Articles of Incorporation this 29th day of August, 2001.

Idaho Ugent Care, P.A.

By: 
David Bowman, Initial Incorporator as President

3722\Amended Articles Inc.