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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**BENTON J. PERRY, P.C.**

I, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a corporation under the provisions of Title 30, Chapter 13 of the Idaho Professional Service Corporation Act, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I.**

**NAME**

1.01 The name of the Corporation is BENTON J. PERRY, P.C.

**ARTICLE II.**

**DURATION**

2.01 The period of this Corporation's duration is perpetual.

**ARTICLE III.**

**PURPOSE**

3.01 The purposes for which the Corporation is organized is to operate and maintain an establishment and entity and otherwise serve the convenience of the shareholders of the Corporation in carrying out and engaging in the practice of dentistry and any other lawful activity permitted the Corporation under the Idaho Professional Service Corporation Act including, but not limited to selling, exchanging, purchasing, renting and leasing of real estate and related services and sales, investment of corporate funds in real estate, mortgages, stocks, bonds and any other types of investments.

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## ARTICLE IV.

### CAPITAL STOCK

4.01 Authorized Shares. All of the authorized shares of the Corporation shall be common stock having a par value of \$1.00 per share and designated as "Common Stock". The aggregate number of shares which the Corporation shall have authority to issue is 50,000.

4.02 Restrictions on Issuance of Capital Stock. The Corporation may issue shares of its capital stock only to persons who are duly licensed doctors of dentistry holding valid licenses under the Idaho Professional Service Corporation Act.

## ARTICLE V.

### REGISTERED OFFICE AND AGENT

5.01 The office address of its initial registered office is 5556 Thunder Drive, Idaho Falls, ID 83406, and the agent at such address is Benton J. Perry.

## ARTICLE VI.

### DIRECTORS

6.01 Number. The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9) as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholder or until his successor is elected and shall qualify is:

Benton J. Perry  
5556 Thunder Drive  
Idaho Falls, ID 83406

6.02 Qualification and Election of Directors. Only dentists holding a valid license under the Idaho Professional Service Corporation Act, as amended may be elected Directors of the Corporation. Directors need not be stockholders. Directors shall be elected at the annual meeting of the stockholders and shall hold office for a period of one year, or until their successors have been duly elected and qualified. Any Director may hold any other office in the Corporation. Should a vacancy occur for any reason, including an increase in the number of members, the remaining Directors may appoint a member to hold office during the unexpired term, provided that if the remaining Directors cannot agree upon a successor to fill the vacancy

within thirty (30) days, they shall call a special meeting of the stockholders and the latter shall elect such Director.

**6.03 Conflicts of Interest.** No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Director; (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

**6.04 Removal of Directors.** Any Director may be removed from office, but only for cause, by the affirmative vote of at least a majority of all votes at the time entitled to be cast generally in the election of Directors by all the outstanding shares of all classes of capital stock of the Corporation considered for the purposes of this Article as one class; provided, however, that if the Board of Directors, by vote of two-thirds (2/3) of the Directors at the time in office shall have recommended removal of a Director, then the Stockholders may remove such Director from office by the foregoing vote without cause. If any Director shall be removed from office pursuant to this Article, the Stockholders of the Corporation may, at the meeting at which this removal is effected, elect such Director's successor.

## ARTICLE VII.

### OFFICERS

**7.01** The officers of the Corporation may consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. One person may hold more than one office as officer of the Corporation when approved by the Corporation's Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted. Only dentists holding a valid license under the Idaho Professional Service Corporation Act, may hold positions as officers of the Corporation; provided, however, the Secretary and Treasurer of the Corporation may be any natural person, whether or not a duly licensed dentist. The original officers of the Corporation shall be:

BENTON J. PERRY, President

5556 Thunder Drive  
Idaho Falls, ID 83406

BENTON J. PERRY, Secretary/Treas.

5556 Thunder Drive  
Idaho Falls, ID 83406

## ARTICLE VIII.

### INCORPORATORS AND ORIGINAL STOCKHOLDERS

8.01 The name of the incorporator, being a duly licensed dentist under the Idaho Professional Service Corporation Act, and his place of residence is as follows:

Benton J. Perry  
5556 Thunder Drive  
Idaho Falls, ID 83406

## ARTICLE IX.

### PRINCIPAL PLACE OF BUSINESS

9.01 The principal place of business of this Corporation shall be at 5556 Thunder Drive Idaho Falls, ID 83406. The business of this Corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

## ARTICLE X.

### STOCKHOLDERS' MEETING

10.01 Annual Meeting. The annual meeting of the stockholders shall be held at such place and time as are prescribed in the By-Laws of the Corporation, and notice of such meeting and of any special meeting of the stockholders shall be given in the manner and for the time provided bylaw.

10.02 Procedure at Meetings. At all meetings of the stockholders, a majority of the outstanding capital stock of said Corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy. Should a majority not be represented at any regular or special stockholders' meeting, adjournments may be taken from time to time without further notice until a sufficient number of shares are represented to hold such a meeting.

## ARTICLE XI.

### PRE-EMPTIVE RIGHTS

11.01 No holder of stock of any class of the Corporation shall be entitled as a matter of right to purchase or subscribe for any part of any unissued stock of any class, or of any additional stock of any class or capital class or capital stock of the Corporation, or of any bonds, certificates or indebtedness, debentures, or other securities convertible into stock of the Corporation, now or hereafter authorized but any such stock or other securities convertible into stock may be issued and disposed of pursuant to resolution by the Board of Directors to such persons, firms, corporations or associations and upon such terms and for such consideration (not less than the par value or stated value thereof, as the Board of Directors in the exercise of its discretion may determine and as may be permitted by law without action by the stockholders.

## ARTICLE XII.

### LIABILITY OF STOCKHOLDERS

12.01 Generally, the private property of the stockholders of the Corporation shall not be liable for corporate obligations. However, while stockholders of the Corporation will not be liable for the general debts and obligations of the Corporation, such stockholders will be liable for their own professional errors and omissions or malpractice while committed in the employ of the Corporation.

## ARTICLE XIII.

### AMENDMENT

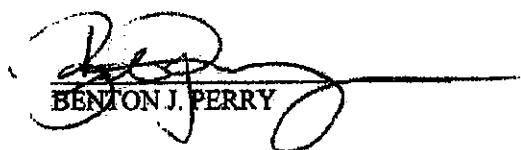
13.01 These Articles may be amended by the affirmative vote of a majority of the shares outstanding at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all such stockholders of record; provided, however, that such a meeting may be called without notice when notice is waived in writing by all shareholders of the Corporation.

## ARTICLE XIV.

### NOTICES

14.01 Any notices and time limitations to stockholders, directors or officers under these Articles of Incorporation or as required by the laws of the State of Idaho may be waived by such stockholder, director or officer in writing.

IN WITNESS WHEREOF, under penalty of perjury, the Incorporator has hereunto set his hand effective as of the 1<sup>st</sup> day of January 2014, and states that the signature on these Articles of Incorporation is his own act and deed and the matters stated herein are true.



BENTON J. PERRY