

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DROSTAN H. BAKER, 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: June 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF

JUN 1 9 41 AM '93
SECRETARY OF STATE

DROSTAN H. BAKER, P.A.

The undersigned, being a duly licensed physician, qualified to practice medicine pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Drostan H. Baker, P.A..

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purposes for which said corporation is formed are:

a. To carry on the professional practice of medicine, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine.

b. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Professional Corporation Act and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

ARTICLE IV

The capital stock of the Corporation shall be fifty (50) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE V

The address of the Corporation's initial registered office shall be 115 East 16th Street, Idaho Falls, ID 83401, and the name of its initial registered agent at such address is Drostan Baker.

ARTICLE VI

The name and address of the incorporator are:

Drostan H. Baker
115 East 16th Street
Idaho Falls, ID 83401

ARTICLE VII

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 shareholders or until his successor is elected and shall qualify are:

Drostan H. Baker
115 East 16th Street
Idaho Falls, ID 83401

ARTICLE VIII

Provisions denying preemptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

XI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

a. For breach of a director's duty of loyalty to the Corporation or its stockholders.

b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED: 5-28-93

Drostan H. Baker
Drostan H. Baker, Incorporator

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