

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
IDAHO PHYSICIANS NETWORK, INC.**

The undersigned, acting as the Board of Directors of Idaho Physicians Network, Inc. (hereinafter the "**Corporation**") an Idaho corporation, do hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I: NAME**

The name of this corporation is Idaho Physicians Network, Inc.

**ARTICLE II: DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III: PURPOSE**

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

**ARTICLE IV: STOCK**

**A.** The capital stock of the Corporation shall be divided into two (2) classes, one thousand (1,000) shares are designated as the Class A Common Stock (the "**Class A Stock**") and one hundred thirty seven (137) shares are designated as the Class B Common Stock (individually, the "**Class B Stock**" and collectively with the Class A Stock, the "**Common Stock**"). The total number of shares of Common Stock presently authorized is one thousand one hundred thirty seven (1,137).

**B.** The rights, preferences, privileges and other matters relating to the Common Stock are as follows:

**1. Dividend Rights and Liquidation Rights.**

**(a) Distribution Formula.** Holders of the Class A Stock and Class B Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends based on the following formula and upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (a "**Liquidation Event**"), the holders of the Class B Stock and the Class A Stock shall share the proceeds of such Liquidation Event based on the following formula: (i) the

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holders of Class A Stock shall received the amount per share equal to .4 multiplied by T and divided by A; and (ii) the holders of Class B Stock shall receive the amount per share equal to .6 multiplied by T and divided B. For purposes of the foregoing, (i) T = is the aggregate dollar value of the dividend or the aggregate dollar value of the cash and/or property to be distributed (such property to be valued as provided in Section I(c)(iii) below), as applicable, to the holders of Common Stock of the Corporation; (ii) A = is the total number of shares Class A Stock outstanding on the date after the record date is fixed for such meeting or the effective date of such written consent; and (iii) B = is the total number of shares Class B Stock outstanding on the date after the record date is fixed for such meeting or the effective date of such written consent. Such dividends shall be payable only when, as and if declared by the Board of Directors, and shall be non-cumulative.

**(b) Dividend Limitation.** So long as any shares of Class B Stock shall be outstanding, no dividend, whether in cash or in property, shall be paid or declared, nor shall any other distribution be made, on any other capital stock of the Corporation (including the Class A Stock), nor shall any shares of any other capital stock of the Corporation be purchased, redeemed, or otherwise acquired for value by the Corporation unless a dividend (as set forth in Section 1(a) above) is simultaneously distributed on the Class B Stock.

**(c) Liquidation Events.** The following events shall be considered a Liquidation Event under this Section 1:

**(i)** any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the Corporation's voting power immediately after such consolidation, merger or reorganization or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred (an "**Acquisition**");

**(ii)** a sale, lease or other disposition of all or substantially all of the assets of the Corporation (an "**Asset Transfer**"); and

**(iii)** in any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors.

## **2. Voting Rights.**

**(a) General Rights.** Except as otherwise provided herein or as required by law, the number of votes attributable to each respective share of Common Stock of the Corporation shall be calculated pursuant to the following formulas: (i) the holders of Class A Stock shall have the number of votes per share equal to .4 multiplied by T and

divided by A; and (ii) the holders of Class B Stock shall have the number of votes per share equal to .6 multiplied by T and divided by B. For purposes of the foregoing, (i) T = is the total number of shares of Common Stock outstanding on the date after the record date is fixed for such meeting or the effective date of such written consent; (ii) A = is the total number of shares of Class A Stock outstanding on the date after the record date is fixed for such meeting or the effective date of such written consent; and (iii) B = is the total number of shares of Class B Stock outstanding on the date after the record date is fixed for such meeting or the effective date of such written consent.

#### **ARTICLE V: BOARD OF DIRECTORS**

**A. Election of Directors.** The authorized size of the Board of Directors is nine (9) members. The holders of the Class B Stock, voting as a separate class, shall be entitled to elect five (5) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors. The holders of the Class A Stock, voting as a separate class, shall be entitled to elect four (4) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors. Unless removed, as permitted by law or by these Articles, Directors shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors shall have been duly elected and qualified.

**B. Death, Resignation or Removal of Directors.** A resignation by a Director shall take effect upon its receipt by the Secretary unless some other time is specified therein. In case of any vacancy in either Class A or Class B Directors through death, resignation, removal, or disqualification, the remaining directors representing either Class A or Class B shareholders, though less than a majority of the Board, by affirmative vote of a majority of only that Class of Directors in which the vacancy is being filled, who are present at any duly convened meeting of Directors, may elect a successor to hold office for the unexpired portion of the term of that Director, and/or until the qualification and election by the shareholders of a successor.

#### **ARTICLE VI: SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

#### **ARTICLE VII: OFFICE AND INCORPORATORS**

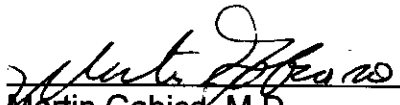
The address of the registered office of the Corporation is: c/o Primary Health, Inc., 800 Park Blvd., Suite 760, Boise, ID 83712, and the name of the initial registered agent at such address is: Allan Einboden. The name and address of each incorporator is: Martin Gabica, M.D., 800 Park Blvd., Suite 760, Boise, ID 83712.

## **ARTICLE VIII: INDEMNIFICATION**

**A.** The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

**B.** Any repeal or modification of this Article VIII shall be prospective and shall not affect the rights under this Article VIII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been subscribed this 5 day of April, 2000 by the undersigned who affirm that the statements made herein are true and correct.

  
\_\_\_\_\_  
Martin Gabica, M.D.

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CLERK OF DISTRICT COURT  
STATE OF IDAHO

**AFFIDAVIT AS TO ADOPTION OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
IDAHO PHYSICIANS NETWORK, INC.**

STATE OF IDAHO            )  
                                  )  
COUNTY OF ADA         )       ss.

I, Martin Gabica, M.D., being duly sworn, deposes and says:

1) That I am the President of Idaho Physicians Network, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho (the "Corporation").

2) That the Board of Directors of the Corporation, on February 25, 2000, adopted Amended and Restated Articles of Incorporation for the Corporation and voted to recommend to the shareholders of the Corporation that the Corporation's Articles of Incorporation be amended and restated.

3) That the text of each amendment adopted by the Board of Directors of the Corporation and recommended for adoption by the shareholders of the Corporation are contained in the Amended and Restated Articles of Incorporation of Idaho Physicians Network, Inc., the original of which is attached hereto and incorporated herein.

4) That a meeting of the shareholders of the Corporation was noticed on March \_\_, 2000, and held April 5, 2000, for the purpose of approving and adopting the foregoing Amended and Restated Articles of Incorporation of Idaho Physicians Network, Inc., and such were approved and adopted by more than a majority of the voting power of the shareholders of the Corporation with One Hundred and One (101 ) shares of Class A stock of the Corporation issued, Fifty-six (56 ) Class A shareholders voting in favor of adoption and None (0) Class A shareholder voting opposed thereto; and with one hundred thirty-seven (137) shares of Class B stock of the Corporation issued, One Hundred Thirty-seven (137) Class B shareholders voting in favor of adoption and None (0) Class B shareholder voting opposed thereto.

DATED this 28 day of April, 2000.

Martin Gabica, M.D.  
Martin Gabica, M.D.  
President, Idaho Physicians Network, Inc.

ATTEST:

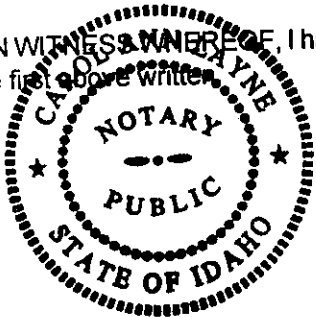
Robert Gilbert  
By: \_\_\_\_\_ M.D.  
Secretary, Idaho Physicians Network, Inc.

STATE OF IDAHO )  
 ) ss  
County of Ada )

On this 28th day of April, 2000, before me, the undersigned notary public in and for said state, personally appeared MARTIN GABICA, M.D., known or identified to me to be the President of Idaho Physicians Network, Inc, the corporation that executed the within and forgoing instrument and acknowledged to me that he executed the same on behalf of Idaho Physicians Network, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Seal]



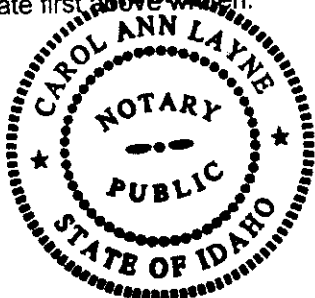
Carol Ann Layne  
Notary Public for the State of Idaho  
Residing at:  
My Commission Expires: 01-07-06

STATE OF IDAHO )  
 ) ss  
County of Ada )

On this 28th day of April, 2000, before me, the undersigned notary public in and for said state, personally appeared Robert Gilbert M.D., known or identified to me to be the Secretary of Idaho Physicians Network, Inc, the corporation that executed the within and forgoing instrument and acknowledged to me that he executed the same on behalf of Idaho Physicians Network, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Seal]



Carol Ann Layne  
Notary Public for the State of Idaho  
Residing at:  
My Commission Expires: 01-07-06

00 MAY 26 AM 10:11

DEPT. OF STATE  
STATE OF IDAHO

May 25, 2000

Kerri Krosh  
Secretary of State  
700 West Jefferson  
Boise, ID 83720

Dear Kerri Krosh:

I consent and am the registered agent for Idaho Physicians Network.

Please contact me with any questions regarding this request.

Sincerely,



Allan Einboden  
Vice President  
Idaho Physicians Network