

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION** FEB 29 4 00 PM '00  
**OF**  
**AMBULATORY ANESTHESIA GROUP, P.A.**

The undersigned natural person of the age of eighteen years or older, acting as the incorporator of Ambulatory Anesthesia Group, P.A., under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, Idaho Code, adopts the following articles of incorporation:

**ARTICLE I**

**Name**

The name of this Corporation is "Ambulatory Anesthesia Group, P.A."

**ARTICLE II**

**Duration**

This Corporation shall have a perpetual existence.

**ARTICLE III**

**Purpose**

The purpose of the Corporation is to render professional anesthesia services and to engage in any lawful act or activity permitted by a professional corporation under the Idaho Professional Service Corporation Act.

**ARTICLE IV**

**Capitalization**

This Corporation shall have authority to issue an aggregate of one hundred thousand (100,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

IDAHO SECRETARY OF STATE

03/01/2000 09:00  
CK: 6774 CT: 5560 DH: 294714

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**ARTICLES OF INCORPORATION - 1.**

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**ARTICLE V**  
**Preemptive Rights**

This Corporation elects to have preemptive rights.

**ARTICLE VI**  
**Cumulative Voting**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

**ARTICLE VII**  
**Initial Registered Agent and Office**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Bradley A. St. Clair	2434 N. Overview Place
	Boise, Idaho 83702

**ARTICLE VIII**  
**Directors**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one. All directors must be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor(s) are elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Bradley A. St. Clair	2434 N. Overview Place
	Boise, Idaho 83702

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Bradley A. St. Clair	2434 N. Overview Place Boise, Idaho 83702

**ARTICLE X**  
**Elimination of Personal Liability of Directors**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (1) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (2) as provided in Idaho Code § 30-1-833; or
- (3) for any transaction from which the director derived an improper personal benefit.

**ARTICLE XI**  
**Indemnification of Directors & Officers**

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he or she continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

**ARTICLE XII**  
**Limited Liability for Shareholders**

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 29th day of February, 2000.

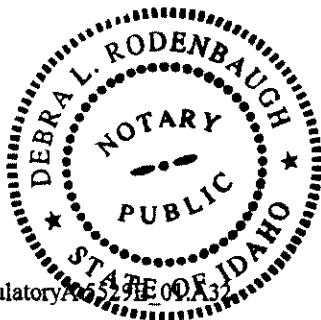
INCORPORATOR:


  
\_\_\_\_\_  
BRADLEY A. ST. CLAIR

STATE OF IDAHO        )  
                              ) ss.  
County of Ada         )

On this 29th day of February, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared BRADLEY A. ST. CLAIR, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



  
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NOTARY PUBLIC FOR IDAHO  
Residing at Bonnie, Idaho  
Commission Expires: 2-21-2001