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## ARTICLES OF INCORPORATION

**OF** 

2013 JUL 12 AM 8:51

# J & C VETERINARY, P.C. (PROFESSIONAL SERVICE CORPORATION)

The undersigned, in order to form a professional service corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following Articles of Incorporation:

## ARTICLE I: NAME.

The name of the corporation shall be J & C Veterinary, P.C. (the "Corporation").

#### ARTICLE II: DURATION.

The period of duration shall be perpetual.

## ARTICLE III: PURPOSES.

The Corporation is organized for the practice of the profession of veterinary medicine.

## ARTICLE IV: AUTHORIZED SHARES.

The aggregate number of shares of which the Corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, without nominal or par value.

## ARTICLE V: GOVERNMENT.

The internal affairs of the Corporation shall be governed by the duly-adopted bylaws of the Corporation.

## ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be

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Avenue, Kellogg, Idaho 83837, which is both its physical location and mailing address.

The name of the Corporation's initial registered agent at such address is Charity A. Cook.

#### ARTICLE VII: INITIAL BOARD OF DIRECTORS.

The number of directors constituting the initial Board of Directors shall be one (1).

The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor be elected and qualified, is John Cook, DVM, 304 East Cameron Avenue, Kellogg, Idaho 83837.

#### ARTICLE VIII: INCORPORATOR.

The name of the incorporator is John Cook, DVM, whose address is 304 East Cameron Avenue, Kellogg, Idaho 83837.

#### ARTICLE IX: INDEMNIFICATION.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that 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.

## ARTICLE X: LIMITATION OF LIABILITY.

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties, except liability for: (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the Corporation or the stockholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or, (D) an intentional violation of

criminal law.

DATED: 79. A.D. 2013.

J&C Veterinary, P.C.

BY:

John Cook, DVM, Incorporator