

# State of Idaho

## Department of State

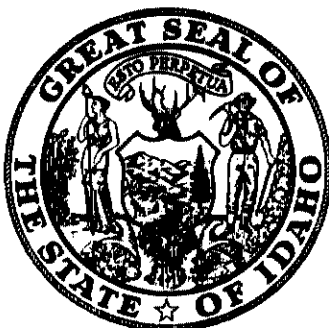
### CERTIFICATE OF INCORPORATION OF

LIFESTYLE VISION CENTER, 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: December 16, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
LIFESTYLE VISION CENTER, P.A.

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Idaho Business Corporation Act and the Idaho Professional Service Corporation Act, and such other laws of the State of Idaho as are pertinent, and do hereby certify as follows:

1. NAME:

The name of the corporation shall be: LIFESTYLE VISION CENTER, P.A.

2. DURATION:

The corporation shall have perpetual existence.

3. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation is 111 Broadway Ave., Suite 135, Boise, Idaho 83702. The initial registered agent is Patricia Stamper, O.D.

4. PURPOSE AND POWERS:

The nature of the business and the purpose of this corporation is to engage in practice of Optometry, allied professional services, and related activities.

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SHARES:

The authorized amount of capital of this corporation shall be 10,000 shares of common stock, with a par value \$1.00 each, making an authorized aggregate capitalized stock at par value of \$10,000, which stock shall not be issued until fully paid for and once so issued shall not be subject to assessment. There shall be only one class of stock.

**6. PREEMPTIVE AND PREFERENTIAL RIGHTS:**

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be first offered to the stockholders of the corporation.

**7. DIRECTORS:**

The number of Directors of the corporation shall be as specified in the Bylaws and the number of Directors may, from time to time, be increased or decreased as may be provided by the Bylaws; provided, however, that the number of the Directors constituting the Board shall not be fewer than the number required by law.

The initial Board of Directors shall consist of one (1) Director, who shall serve until successors are hereafter elected and qualify, and who shall be:

<u>NAME</u>	<u>ADDRESS</u>
Patricia Stamper, O.D.	111 Broadway Ave., Ste. 135 Boise, Idaho 83702

**8. SHAREHOLDER LIABILITY:**

Without limiting Idaho Law in any way, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts; the corporate assets shall not be subject to the personal debts of the stockholders; the shares of the corporation shall not be subject to the payment of corporate debts; and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

**9. INCORPORATOR:**

The name and address of the incorporator is:

PATRICIA STAMPER  
111 Broadway Ave.  
Suite 135  
Boise, Idaho 83702

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation, this 15 day of December, 1992.

  
PATRICIA STAMPER  
Incorporator