



**CERTIFICATE OF INCORPORATION  
OF**

**HOMI B. VANIA, M.D., 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: **August 18, 1986**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

HOMI B. VANIA, M.D., P.A

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I.

NAME

The name of the corporation is: Homi B. Vania, M.D.,  
P.A.

ARTICLE II.

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III.

PURPPPOSES

The purpose or purposes for which the corporation is organized is to provide medical services and to generally, without limitation, engage in and undertake all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 2000 shares of common stock with

\$50.00 per share par value. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

#### ARTICLE V.

##### INITIAL CAPITALIZATION

This corporation will commence business when a value of at least \$50,000.00 has been received for the issuance of shares.

#### ARTICLE VI.

##### REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by a majority of a valid quorum as defined by the By-Laws.

2. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors from being reimbursed for reasonable and necessary expenses expended on behalf of the corporation which were either approved in advance by the Board of Directors, or ratified by the Board of Directors after the fact; however, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

#### ARTICLE VII.

##### INITIAL OFFICE AND AGENT

The mailing address of the office of the corporation is:  
1218 9th Street, Suite #4, Rupert, Idaho, 83350, and, the name  
of its initial registered agent and his street address is:

Homi B. Vania, M.D.  
1218 9th Street  
Suite #4  
Rupert, Idaho 83350

and his mailing address is:

1218 9th Street  
Suite #4  
Rupert, Idaho 83350

#### ARTICLE VIII.

##### DIRECTORS AND INCORPORATORS

The number of directors constituting the initial Board  
of Directors of the corporation is two (2). The number of direc-  
tors may be altered by the By-Laws or by amendment to the  
By-Laws. The names and addresses of the persons who are to serve  
as the directors until the first annual meeting of shareholders  
or until their successors are elected and shall qualify are:

Homi B. Vania, M.D.  
1218 9th Street  
Suite #4  
Rupert, Idaho 83350

Kaye E. Vania  
1218 9th Street  
Suite #4  
Rupert, Idaho 83350

The name and addresss of the incorporator is Homi V. Vania, 1218 9th Street, Suite #4, Rupert, Idaho 83350.

#### ARTICLE IX

##### MEETING OF THE SHAREHOLDERS AND AMENDMENTS TO BY-LAWS

At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders, unless the vote of a greater number of voting by classes is required by law, by these Articles of Incorporation, or by the By-Laws.

The Board of Directors shall have the power to adopt By-Laws for the government of the Board and the corporation not inconsistent with law or these Articles, and to amend or repeal the same at pleasure.

#### ARTICLE X


##### DIRECTORS' CONDUCT

No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other trust, organization or corporation.

Any Director individually, or any trust, organization or corporation with which Director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

Any Director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

DATED this 15<sup>th</sup> day of August, 1986.

  
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HOMI B. VANIA

STATE OF IDAHO                    )  
                                      ) ss.  
County of Minidoka            )

On this 15<sup>th</sup> day of August, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Homi B. Vania, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

(SEAL)

Paul King  
NOTARY PUBLIC  
Residing at: Paul  
My Commission Expires: Sept