

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

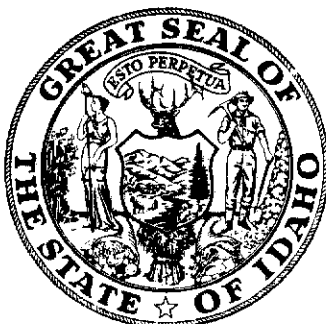
BONES P.A.

File number C 119397

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: May 6, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Delucia*

## ARTICLES OF INCORPORATION

## ARTICLES OF INCORPORATION OF BONES P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Idaho.

## ARTICLE I NAME

The name of the corporation shall be BONES P.A.

## ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business pertaining to the practice and business of Chiropractic permitted under the laws of the United States and the State of Idaho.

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1675 N Maple Grove Rd. Boise Id. 83704 and the name of the initial Registered Agent for the corporation at that address is Dr. D. Michael Clarke.

## ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any

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STATE OF IDAHO

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director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which her may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director, The initial board of directors shall consist of

Dr. D. Michael Clarke

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Dr. D. Michael Clarke 4098 N Jullion Wy. Boise Id 83704

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6<sup>th</sup> day of May, 1997

Incorporator: Dr. D. Michael Clarke



STATE OF IDAHO

COUNTY OF ADA

The forgoing instrument was executed and acknowledged before me this 6<sup>th</sup> day of May, 1997, by



(Notary Public  
State of Idaho

My commission expires: 10-01-97