

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**DR. C. JAY KINDRED, PROFESSIONAL ASSOCIATION**

was filed in the office of the Secretary of State on the **30th** day  
of **November** A.D., One Thousand Nine Hundred **seventy** and  
~~will be~~ ~~duly recorded on Film No.~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of  
Idaho, and that the said articles contain the statement of facts required by Section 30-103,  
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates  
and successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**Perpetual Existence**, from the date hereof, with its registered office in this State located at  
**Idaho Falls, Idaho** in the County of **Bonneville**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **30th** day of **November**,  
A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

DR. C. JAY KINDRED, PROFESSIONAL ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizen of the United States of America, and being a duly licensed physician and surgeon qualified to practice medicine and surgery pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be " Dr. C. Jay Kindred, Professional Association".

ARTICLE II

The purposes for which said corporation is formed are:

A. To carry on the profession of the practice of medicine and surgery, including, but not limited to, the specialty practice of obstetrics and gynecology; provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine as physician and surgeon.

B. To own and operate laboratories, pharmacies, clinics, and all types of equipment, supplies and materials used in or incidental to the practice of medicine and surgery.

C. To invest its funds in real estate, mortgages, stocks, bonds or any types of investments.

D. In connection with the conduct of the business of the Corporation to acquire by purchase or lease, or otherwise, land, or interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any suites, rooms or parts of any buildings or other structures at any time owned or held by the Corporation.

E. In connection with the conduct of the business of the Corporation to receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

F. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

G. To appoint agents and subagents, and to enter into all necessary contracts with agents and subagents.

H. To acquire by purchase or otherwise and hold, sell, convey, encumber, or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the Corporation.

I. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

J. To purchase, insofar as the same may be done without impairing the capital of the Corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

K. To have, exercise and enjoy all the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapters I and XIII of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

L. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which professional corporations formed under the laws of Idaho now or hereafter existing may not; at the time, lawfully carry on or do. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph of this Article contained, or of any other provisions of these Articles of Incorporation.

#### ARTICLE III

The Corporation is to have perpetual existence.

#### ARTICLE IV

The location and post office address of the Corporation's registered office shall be 2065 East Seventeenth Street, Idaho Falls, Idaho, County of Bonneville.

#### ARTICLE V

The capital stock of the Corporation shall be fifty (50) shares of common stock without par value.

## ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES OF COMMON STOCK WITHOUT PAR VALUE SUB- SCRIBED</u>
C. J. Kindred, M.D.	2065 East 17th Street Idaho Falls, Idaho 83401	1

## ARTICLE VII

The Board of Directors shall consist of two (2) directors but during their term of office or thereafter, the number of directors may be increased or decreased from time to time in the manner provided by the By-Laws; provided, however, that the number of directors constituting the Board shall not be less than two (2) nor more than eleven (11).

## ARTICLE VIII

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

## ARTICLE IX

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or

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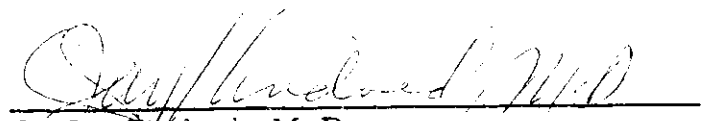
otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any such director of the Corporation who is also a director or officer of such other 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 such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE X

This Corporation is organized and the Charter issued pursuant to the Professional Service Corporation Act, Chapter 13, Title 30, of the Idaho Code, and is subject to all requirements of law relevant thereto in this State, the contents of these Articles notwithstanding.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

24 day of November, 1970.

  
C. Jay Kindred, M.D.


LAW OFFICES OF  
GARY J. JENSEN  
280 SOUTH HOLMES  
IDAHO FALLS, IDAHO 83401  
TELEPHONE (208) 527-8086

STATE OF IDAHO                    )  
  )ss.  
County of Bonneville            )

On this 24 day of November, 1970, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared C. J. Kindred, M.D., known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation 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 first above written.

(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Blatto Falls  
My Commission Expires: 9-22-74