

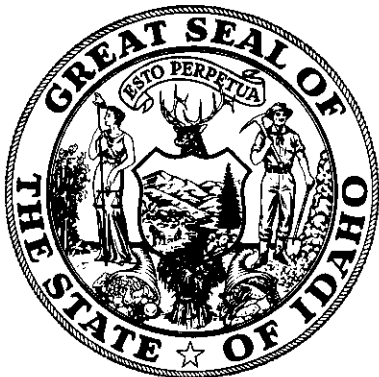
CERTIFICATE OF INCORPORATION  
OF

MARC T. ASTIN, M.D., A PROFESSIONAL ASSOCIATION

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: July 7, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION

OF

MARC T. ASTIN, M.D.,

A Professional Association

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I, the undersigned natural person of the age of twenty one (21) years or more, being a physician, surgeon or doctor of medicine holding a license under the Idaho Code, and any subsequent laws regulating the practice of medicine, acting as incorporator of a Association under the Professional Association Act of Idaho, adopt the following Articles of Incorporation for such Association:

ARTICLE I

Association Name

The name of the Association is: MARC T. ASTIN, M.D., A Professional Association.

ARTICLE II

Time of Duration

The duration of this Association is perpetual.

ARTICLE III

Purpose

The purpose for which this Association is organized is to render professional services performed by physicians, surgeons and doctors of medicine and any and all services ancillary thereto. This Association shall not engage in any business other than rendering the aforementioned services; provided, however, that this Association may own real and personal property

necessary or appropriate for rendering the type of professional service for which it was organized and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investment.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares which the Association shall have authority to issue is 50,000 shares of common voting stock, all of which shall have no par value and all of which are of the same class. No shares may be issued to any person who is not duly licensed to render the same specific professional service as those for which the Association was organized.

#### ARTICLE V

##### Minimum Paid-In Capital

The Association will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

#### ARTICLE VI

##### Pre-Emptive Rights and Cumulative Voting

Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of the Association. At each election of directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as shall equal the number of his shares multiplied by the number of directors to be elected, or by distributing the number of votes thus calculated among all or any portion of the candidates.

## ARTICLE VII

### Restriction on Transfer of Shares

No stockholder shall have the right or power to pledge, sell, or otherwise dispose of or encumber any share or shares of stock in this Association without prior approval of the Board of Directors or without first offering such shares for sale to the Association. Such offer shall be made in writing, signed by the shareholders, and mailed or delivered to the Association at its principal place of business, and may be accepted by the Association at any time within thirty (30) days from the date of mailing or delivery.

In the event the Association fails to purchase said stock within the thirty (30) day period, then the other stockholders of record at the time thereof shall have the right to purchase said stock on the same terms and conditions as those available to the Association, and may elect to so purchase within thirty (30) days after the expiration of the first thirty (30) day period. Should fewer than all of the remaining stockholders desire to exercise their right of purchase, those so desiring shall be allowed to purchase all of the selling stockholder's stock so offered for sale, in the proportion that the total share then owned by each respective buyer bears to the total number of shares of all such buyers. On expiration of the second thirty (30) day period, any stock not disposed of may be sold or disposed of by the selling shareholder upon such terms and conditions as he shall select; except that said shareholder may not sell or dispose of his stock to third parties upon terms and conditions more favorable than

first offered to the Association and other shareholders under this Article.

This provision shall also be binding upon any executor, administrator, or other legal representative of any stockholders in case of the sale or pledge of any share or shares of such stock by such executor, administrator or other legal representative, and reference to this provision shall be embodied in writing, printed or stamped upon each certificate of stock and this provision shall be a part thereof, binding upon each and every present or future owner thereof, regardless of the manner by which such stock is acquired.

#### ARTICLE VIII

##### Initial Office and Agent

The Post Office address of the initial registered office of the Association and of its initial registered agent as such is:

MARC T. ASTIN, M.D.

141 Morrison Street

Twin Falls, ID 83301

#### ARTICLE IX

##### Shareholder

The name and residence of the original shareholder of the Association is:

MARC T. ASTIN, M.D.

141 Morrison Street

Twin Falls, ID 83301

## ARTICLE X

### Initial Director

The name and address of the director constituting the initial Board of Directors of the Association who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

MARC T. ASTIN, M.D.

141 Morrison Street

Twin Falls, ID 83301

## ARTICLE XI

### Initial Officers

The names and addresses of the initial officers of the Association are as follows:

President: MARC T. ASTIN, M.D.

141 Morrison Street

Twin Falls, ID 83301

Secretary: CATHY ASTIN

141 Morrison Street

Twin Falls, ID 83301

## ARTICLE XII

### Incorporator

MARC T. ASTIN, M.D.

141 Morrison Street

Twin Falls, ID 83301

## ARTICLE XIII

### Officers

Officers of this Association may include a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom must be duly licensed to render the same specific professional services as those for which the Association was organized; provided, however, that a non-licensed person may serve as Secretary.

## ARTICLE XIV

### Indemnification of Officers and Directors

This Association shall have power to indemnify and hold harmless each of its officers and directors as permitted by law and pursuant to the procedures and requirements of Section 30 of the Idaho Business Association Act (as amended).

## ARTICLE XV

### Officers, Directors, and Stockholders Contracts

A contract or other transaction with the Association may be permitted regardless of the fact that an officer, director or stockholder of this company is financially interested in, or may be interested in, such transaction. No Contract, act, or other transaction of this Association with any person, firm or Association shall be affected by the fact that an officer, director or stockholder of this Association (a) is a party to, or (b) is in some way connected with such person, firm or Association. Each person who is now or may become an officer, director or stockholder of this Association is hereby relieved

from any liability that he might otherwise incur in the event such officer, director or stockholder contracts with the Association, provided said officer, director or stockholder acts in good faith.

ARTICLE XVI

By-Laws

A majority of the directors may adopt By-Laws for the Association which are not inconsistent with these Articles or the laws of the State of Utah, and may from time to time amend and repeal any such By-Laws.

ARTICLE XVII

Amendment of Articles

These Articles may be amended in any manner and by the method provided in the Idaho Business Association Act and the Idaho Professional Association Act.

EXECUTED BY the undersigned this 1st day of July, 1986.

  
MARC T. ASTIN, M.D.

STATE OF ~~IDAHO~~ UTAH )

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COUNTY OF ~~TWIN FALLS~~ SALT LAKE )

I, the undersigned Notary Public, hereby certify that on the 1st day of July, 1986, personally appeared before me, MARC T. ASTIN, M.D., who being by me first duly sworn,

declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 1<sup>st</sup> day of July, 1986.

Paulette S Marchant

NOTARY PUBLIC

Residing In: Oruit Heights, Utah

My Commission Expires:

December 16, 1986