

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAPLE GROVE FAMILY HEALTH CARE, P.A.

File number C 113250

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: January 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

Jan 2 4 07 PM '96

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

MAPLE GROVE FAMILY HEALTH CARE, P.A.

The undersigned, acting as incorporators of a corporation under the Idaho Professional Services Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Maple Grove Family Health Care, P.A.

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The objects and purposes for which this Corporation is organized shall be as follows:

1. To carry on and conduct the practice of medicine and surgery under the laws of the State of Idaho through individuals authorized by law to render such services as individuals.
2. To own and operate laboratories, electrical and mechanical equipment, supplies and materials used in or incidental to the practice of medicine and surgery.
3. To employ duly licensed physicians and surgeons, and such nurses, technicians and other personnel as are necessary.
4. To receive and collect fees or compensation for the services rendered by such licensed physicians.
5. Incident to and in furtherance of the above purposes, to invest the corporation's funds in real estate, mortgages, stocks, bonds, or any other type of investments.
6. Except as otherwise prohibited under the Idaho Professional Services Corporation law, the corporation, in furtherance of its corporate purposes set forth above, shall have all of the powers enumerated in Section 30-1-4 of the Idaho Business Corporation Act, subject to any limitations provided in the Idaho Professional Services Corporation Act or any other statute of the State of Idaho.

FOURTH: The capital stock of this Corporation shall consist of One Thousand (1,000) shares of nonassessable, common stock, with no par value.

IDAHO SECRETARY OF STATE
DATE 01/03/1996 0900 25811

1
CK #: 4563 CUST# 1729
CORP

1@ 100.00= 100.00

Jan 2 11:07 AM '96

SECRETARY OF STATE
STATE OF IDAHO

No stock of this corporation shall be issued or transferred to any person who is not eligible to be a shareholder of this corporation and no stock shall be sold or transferred, except with the approval, at a stockholders' meeting specially called for such purposes, by not less than three-fourths (3/4) of the outstanding stock. At such meeting, the shares of stock of the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose unless all stockholders consent that such stock be voted. Every shareholder who for any reason shall cease to be an officer or director during the first two (2) years following incorporation, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed and for sixty percent (60%) of the amount paid for such shares as of the date such shareholder ceased to be an officer or director of the corporation or, and thereafter, in such other manner for disposition of shares as may from time to time be agreed upon by the shareholders pursuant to an agreement governing purchase and sale of stock.

SIXTH: No director or stockholder shall have personal liability for monetary damages for breach of fiduciary duty as a director, provided, however that a director shall still be liable for the following acts or omissions and no other:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
3. Provided for under section 30-1-48 Idaho Code.
4. For any transaction from which the director derived an improper personal benefit;
5. For any act or omission prior to the effective date of this provision, which date shall be the date these Articles of Incorporation are filed with the Idaho Secretary of State.

Jan 2 4 07 PM '96

SEVENTH: The location and post office address of the principal place of business of

SECRETARY OF STATE
STATE OF IDAHO
This Corporation in the State of Idaho shall be 3212 N. Maple Grove Road, Boise, Idaho. The initial registered agent of this Corporation is Penland Munther Boardman, Chartered, and its address is 350 North 9th, Suite 500, Boise, Idaho.

EIGHTH: The business of this Corporation shall be managed and conducted by a Board of Directors, all members of which shall at all times be licensed to practice medicine or surgery in the State of Idaho. There shall be initially three (3) directors as follows:

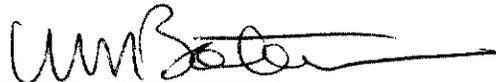
<u>Name</u>	<u>Address</u>
Wade M. Bateman, M.D.	3212 N. Maple Grove Road, Boise, Idaho
John J. Eck, M.D.	3212 N. Maple Grove Road, Boise, Idaho
David L. Gee, M.D.	3212 N. Maple Grove Road, Boise, Idaho

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Wade M. Bateman,	3212 N. Maple Grove Road, Boise, Idaho
John J. Eck, M.D.	3212 N. Maple Grove Road, Boise, Idaho
David L. Gee, M.D.	3212 N. Maple Grove Road, Boise, Idaho

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of

~~December~~
January, 1995.



Wade M. Bateman



John J. Eck



David L. Gee

Jan 2 4 07 PM '96
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

)
) ss.
)

On this 29th day of December, 1995, before me, Merrily Munther,
the undersigned, a Notary Public in and for said state, personally appeared Wade M. Bateman,
John J. Eck, and David L. Gee, known or identified to me to be the Incorporators of the
corporation who executed the instrument, or the persons who executed the instrument on behalf
of said corporation, and acknowledged to me that such corporation executed the same.

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

(SEAL)

Merrily Munther
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 8/29/2002