

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

COUGHLIN-DAINES, INC.

was filed in the office of the Secretary of State on the **20th** day
of **May** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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

Boise in the County of **Ada**

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 **20th** day of **May**,
A.D., 19⁵⁸.

Secretary of State.

ARTICLES OF INCORPORATION
OF

COUGHLIN-DAINES, INC.
(An Idaho Corporation)

The undersigned natural persons of the age of twenty-one years or more, all being citizens of the United States, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Coughlin-Daines, Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 1. In General. The purposes for which the Corporation is organized are limited as follows:

Clause (a). General Purpose. To acquire and own a suitable site for a medical office building or medical clinic and to construct, manage, maintain and operate such building for occupancy by persons engaged in the practice of medicine within the State of Idaho or conducting a medical clinic therein; to acquire and own medical equipment, facilities and supplies as may be required; to equip, operate and maintain a modern medical office or

clinic; to lease such property and the improvements thereon or space in the office building situate thereon together with the aforementioned equipment, facilities and supplies and to make such additions and other improvements thereafter as may be deemed necessary or desirable.

Clause (b). Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in Section 30-114, Idaho Code.

Section 3. Special Power. The Corporation shall also have the power to use its surplus earnings or accumulated profits in the purchase or acquisition of its own capital stock from time to time as its Board of Directors may determine and such capital stock so purchased may, if the Directors so determine, be held in the treasury as its treasury stock, to be thereafter disposed of in such manner as the Directors may deem proper.

ARTICLE IV

REGISTERED OFFICE-- LOCATION

The registered office of the Corporation shall be located in Boise, Idaho, at the post office address of 8th and Thatcher Streets, Boise, Idaho.

ARTICLE V

AUTHORIZED SHARES--STOCK NON-ASSESSABLE-- VOTING POWER--DIVIDENDS

Section 1. Authorized Shares. The total authorized capital stock of the Corporation shall be in the amount of \$50,000.00 to be divided into five hundred shares with a par value of \$100.00 per share.

Section 2. Stock Non-Assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE VI

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be reserved to the shareholders, the affirmative vote of not less than the holders of three-fourths in number of the total number of shares issued and outstanding being necessary to exercise such reserved power. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VII

DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Increase or Decrease of Directors. The number of Directors is to be not less than three nor more than five which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of Directors the number shall be four.

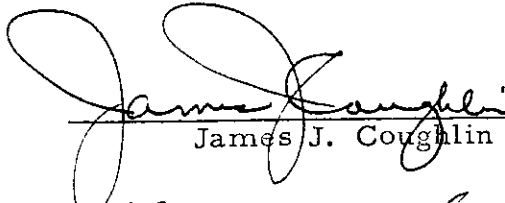
ARTICLE VIII

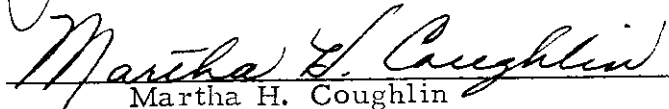
INCORPORATORS

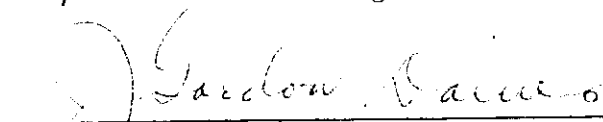
The names and post office addresses of the incorporators and the number of shares of common stock subscribed for by each are as follows:

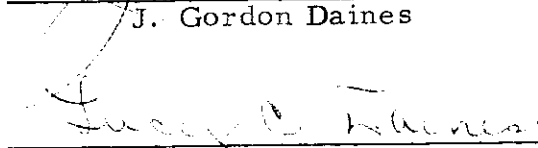
<u>Name</u>	<u>Address</u>	<u>Subscription</u>
James J. Coughlin	401 Summit Ridge Boise, Idaho	1
Martha H. Coughlin	401 Summit Ridge Boise, Idaho	1
J. Gordon Daines	3509 Woodacres Drive Boise, Idaho	1
Lucy C. Daines	3509 Woodacres Drive Boise, Idaho	1

IN WITNESS WHEREOF We have hereunto set our hands and seals
this 19th day of May, 1958.


James J. Coughlin


Martha H. Coughlin

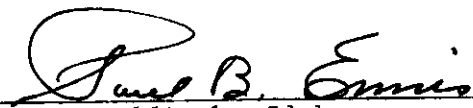

J. Gordon Daines


Lucy C. Daines

STATE OF IDAHO)
) ss
County of Ada)

On this 19th day of May, 1958, before me, the undersigned a Notary Public in and for the State of Idaho, personally appeared James J. Coughlin, Martha H. Coughlin, J. Gordon Daines and Lucy C. Daines, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.


Notary Public for Idaho
Residing at Boise, Idaho