

**ARTICLES OF INCORPORATION
OF**

DAVID M. WARD, JR., OD, PA

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**SECRETARY OF STATE
STATE OF IDAHO**

KNOW ALL BY THESE PRESENTS: That the undersigned, for the purpose of forming a professional service corporation under the Idaho Professional Service Corporation Act, Idaho Code §30-1301, et seq., does hereby certify, declare and adopt the following Articles of Incorporation:

1. **NAME:** The name of the Corporation is David M. Ward, Jr., OD, PA.

2. **AUTHORIZED SHARES:** The aggregate number of shares the Corporation is authorized to issue shall be 1,000 shares, all of which should be common voting stock.

3. **REGISTERED OFFICE AND AGENT:** The registered office of the Corporation is located at 1205 S. Five Mile Road, Boise, Idaho, 83709, and its registered agent at that address is David M. Ward, Jr., O.D.

4. **INCORPORATOR:** The name of the incorporator is David M. Ward, Jr., O.D., and the incorporator's address is 1205 S. Five Mile Road, Boise, Idaho, 83709.

5. **PURPOSES:** The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(a) To render optometric services to the public by persons licensed under the laws of the State of Idaho, as optometrists to engage in the practice of optometry.

(b) The Corporation may not engage in any other business other than the rendering of such professional services; provided however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, or may own real or personal property necessary for the rendering of professional services in accordance with Idaho Code §30-1307.

6. **STOCK OWNERSHIP AND VOTING:** The stock in this Corporation may be issued only to an individual who is a duly licensed optometrist under the laws of the State of Idaho to

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practice this profession; such stock may not be voted by any person or persons who are not, at the time of such vote, licensed optometrists in good standing under the laws of the State of Idaho. No shareholder may enter into a voting trust agreement or any other type of agreement giving another person the authority to exercise the voting power of any or all of such person's stock.

7. **DISQUALIFICATION TO RENDER PROFESSIONAL SERVICE:** If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional services to the public, becomes legally disqualified to render such professional services within the State of Idaho, or accepts employment that, pursuant to existing law, places restrictions or limitations upon the continued rendering of such professional services, such individual shall sever all employment with and financial interest in this Corporation forthwith.

Provided however, if this Corporation has only one shareholder and that shareholder becomes disqualified under these Articles, or dies, the disqualified shareholder or the personal representative of the deceased shareholder may, notwithstanding any other provision to the contrary, exercise the voting rights only for the purpose of dissolving the Corporation, consolidating or merging the Corporation or converting the Corporation to a for profit corporation under the Idaho Business Corporation Act.

8. **LIMITATION ON TRANSFER OF SHARES:** No shareholder of this Corporation may sell or transfer such shareholder's shares, except to another individual who is eligible to be a shareholder in this Corporation. Such sale or transfer may be made only after the same has been approved, at a shareholder's meeting specially called for such purpose by the majority of the outstanding stock, in accordance with Idaho Code §30-1310.


9. **BOARD OF DIRECTORS:** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in a shareholder agreement authorized by law. The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial director is David M. Ward, Jr., O.D., 1205 S. Five Mile Road, Boise, Idaho, 83709. Any director must be a shareholder of this Corporation and must be legally authorized to practice optometry, except as provided in Idaho Code §30-1309(a).

10. **OFFICERS:** Except as provided in Idaho Code §30-1315, a general officer of this Corporation must also be a shareholder in the Corporation.

11. **VOTING:** Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to vote at the meeting of the shareholders. Shareholders do not have the right to cumulate their votes for directors.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 7th day of December, 2007.

INCORPORATOR:

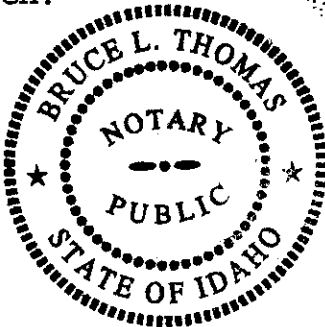

David M. Ward, Jr., O.D.


CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of December, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared David M. Ward, Jr., O.D., known or identified to me to be the person whose name is subscribed to the foregoing instrument, 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 in this certificate first above written.




Notary Public for Idaho
Residing at Boise
My Commission Expires: 10/24/12