

BOISE SHOULDER CLINIC, P.A.

06 SEP 19 PM 4:42

Articles of Incorporation

SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the Corporation shall be Boise Shoulder Clinic, P.A.
2. **Professional Service Corporation.** The Corporation is formed pursuant to the Idaho Professional Service Corporation Act.
3. **Authorized Shares** The Corporation has the authority to issue 10,000 shares, all of which shall be common voting stock.
4. **Registered Office and Agent.** The address of the initial registered office of the Corporation in the State of Idaho is 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702. The name of its registered agent at such address is Kris Ormseth.
5. **Limitation of Liability.** To the full extent permitted by Idaho law as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article 5 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.
6. **Indemnification.** Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by Idaho law as presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article 6. No amendment to or repeal of this Article 6 shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.
7. **Incorporator.** The name and address of incorporator is Kris Ormseth, c/o Stoel Rives LLP, 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702.

Dated: September 19, 2006



Kris Ormseth, Incorporator

IDAHO SECRETARY OF STATE
09/20/2006 05:00
CK: 383575 CT: 7012 DH: 975977
1 @ 100.00 = 100.00 CORP # 2

C168959