



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

***KOOTENAI EMERGENCY PHYSICIANS, CHARTERED***

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 \_\_\_\_\_

***KOOTENAI EMERGENCY PHYSICIANS, CHARTERED***

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 25, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION  
OF  
KOOTENAI EMERGENCY PHYSICIANS, CHARTERED  
SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a Professional Corporation under the laws of the State of Idaho, including particularly the Professional Service Corporation Act.

ARTICLE I.

That the name of the corporation is KOOTENAI EMERGENCY PHYSICIANS, CHARTERED.

ARTICLE II.

The purposes for which the corporation are formed are:

- (1) To engage in the general practice of medicine.
- (2) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real or personal property necessary for the rendering of personal services specified above.

ARTICLE III.

The duration of the Corporation is indefinite.

ARTICLE IV.

The location and address of the registered office of the corporation in the State of Idaho is <sup>and agent</sup> *Dr. James Arthur* Kootenai Memorial Hospital, City of Coeur d' Alene, County of Kootenai, 83814.

ARTICLE V.

The number of shares of stock which the corporation is authorized to have outstanding is: ten (10), which will be divided into equal shares of common stock, at a par value of

one dollar (\$1) each. The relative voting power of each share is equal with one vote granted to each share.

#### ARTICLE VI.

The names and post office addresses of each of the incorporators for which has been subscribed are:

E. A. Draper, M.D.	P.O. Box 1508, Sandpoint, ID 83864
Paul Shrum, M.D.	P.O. Box 1769, Coeur d' Alene, ID 83814
James Arthurs, M.D.	P.O. Box 467, Sagle, ID 83860
David Crawley, M.D.	P.O. Box 1769, Coeur d' Alene, ID 83814

#### ARTICLE VII.

The corporation shall be governed by a board that consists of no less than four (4) directors. Directors shall be shareholders in the corporation and shall be elected by the shareholders.

The number of directors constituting the initial Board of Directors is four (4) and the names and post office addresses of the persons who shall serve as directors until their successors are elected and qualified are:

E. A. Draper, M.D.	P.O. Box 1508, Sandpoint, ID 83864
Paul Shrum, M.D.	P.O. Box 1769, Coeur d' Alene, ID 83814
James Arthurs, M.D.	P.O. Box 467, Sagle, ID 83860
David Crawley, M.D.	P.O. Box 1769, Coeur d' Alene, ID 83814

#### ARTICLE VIII.

The capital stock authorized may be increased by majority vote of its stockholders at any regular stockholders' meeting, or at any special stockholders' meeting called for that purpose, by the adoption of an amendment to these Articles.

#### ARTICLE IX.

Stock may be issued from time to time, as authorized by the stockholders, for such consideration as may be fixed from time to time by the stockholders, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such share shall not be liable for any further payment thereon.

#### ARTICLE X.

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

#### ARTICLE XI.

No holder of any share or shares of stock may transfer or assign his or her share without the consent of the other shareholders said consent being deemed given by a vote of all shareholders at a regular or special meeting called for that purpose. On the death or adjudication of incompetency or desire of the individual stockholder, the share or shares owned by such shareholder shall be purchased by the corporation or shall be sold to a third party as the Board of Directors may direct.

#### ARTICLE XII.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board individually or collectively consent in writing to such action. Such written consent, or consent, shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the directors.

#### ARTICLE XIII.

At all regular and special meetings of the shareholders, each stockholder shall have one vote with respect to any matter to be voted on at any such meeting. Matters coming before the stockholders shall be decided by a vote of not less than 51% of stockholders present, or represented, at the meeting

at which a quorum is present, unless otherwise provided by law, in these Articles, or in the by-laws.

#### ARTICLE XIV.

Shares of stock in the corporation may be transferred only to (1) this Corporation, (2) One or more of stockholders in the Corporation, or (3) A person who is licensed to practice medicine in the State of Idaho. Any sale to a person who is not already a stockholder in the Corporation must be approved in advance by a vote or written consent of all of the stockholders. On the death or adjudication of incompetency of any stockholder, the stock owned by such stockholder shall cease to have voting rights or dividend rights and shall be redeemed or transferred as the Board of Directors may direct.

#### ARTICLE XV.

If, for any reason whatsoever, any stockholder becomes disqualified to practice medicine in the State of Idaho, or if as a result of his voluntary act, any shareholder becomes limited or restricted in his practice of medicine in the State of Idaho, such stockholders right to own stock in the corporation shall cease and he shall dispose of his stock as set forth above.

#### ARTICLE XVI.

In election of the directors of the corporation, the principal of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares multiplied by the number of directors to be elected.

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals the 24<sup>th</sup> day of June, 1980.

  
E. A. DRAPER, M.D.

  
PAUL SHRUM, M.D.

  
JAMES ARTHURS, M.D.

  
DAVID CRAWLEY, M.D.

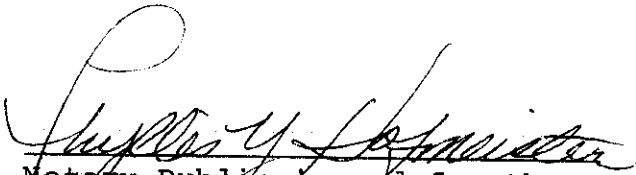
STATE OF IDAHO )

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County of Kootenai )

On this 24<sup>th</sup> day of June, 1980, before me, the undersigned  
Notary Public, appeared E. A. DRAPER, M.D., PAUL SHRUM, M.D.,  
JAMES ARTHURS, M.D. and DAVID CRAWLEY, M.D., known to me to be  
the persons whose names are subscribed to the within and fore-  
going instrument and acknowledged to me that they executed the  
same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my seal on the date last above written.

  
Notary Public in and for the  
State of Idaho, residing at  
Coeur d' Alene.