



CERTIFICATE OF INCORPORATION
OF

MEDICAL EYE SERVICES OF IDAHO INC.

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: *June 12, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

JUN 12 3 56 PM '81

NON-PROFIT

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MEDICAL EYE SERVICES OF IDAHO INC.

The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following articles of incorporation of such corporation:

ARTICLE I

The name of the Corporation is Medical Eye Services of Idaho Inc.

ARTICLE II

Medical Eye Services of Idaho Inc., is a nonprofit Corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are as follows:

a. To unite those persons providing eye health care in the State of Idaho and to promote their common business interest, provided, however, that the Corporation shall not engage in a regular business of any kind ordinarily carried on for profit;

b. To promote and perpetuate the highest ideals and performance of eye health care in the State of Idaho;

c. To develop and promote the means for furnishing and providing eye health care to the public, including but not limited to, medical and surgical eye care at a reasonable cost; to investigate and study the methodology of cost control and quality involved in eye health care; to work in conjunction with other organizations concerned with eye health care, including but not limited to medical societies, other professional societies, governmental bodies, public interest organizations and labor management groups, in exploring different means and methods of providing adequate eye health care to the general public; to provide information and guidance to similar state or regional organizations organized and operated for the same or similar nonprofit purposes;

d. To develop means and methods, either alone or in cooperation with other groups and organizations interested in the promotion of medical and eye health care, for providing contractually funded eye health care plans to the general public; to assist in the institution, promotion and administration of such plans; to work in cooperation with others to assure control of the quality and cost of eye health care rendered under any such contractually funded plans; provided, however, that the Corporation shall in no event and under no circumstances provide eye health care services or visual care

service, or insure or indemnify any person or organization, against any such risk or contingency;

e. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein and as provided by Idaho law. The Corporation shall not engage in the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

f. To engage in any other lawful activity which is not for profit and which is consistent with the purposes set forth above, for which corporations may be organized under the Idaho Business Corporation Act being Title 30, Chapter 1 Idaho Code.

ARTICLE V

Provisions denying preemptive rights are none.

ARTICLE VI

Provisions for the regulation of the internal affairs of the Corporation are none.

ARTICLE VII

The address of the initial registered office of the Corporation is Suite 205, 999 North Curtis Road, Boise, Idaho 83706. The registered agent at such address shall be Roy J. Ellsworth, M.D.

ARTICLE VIII

The number of directors constituting the initial board of Directors of the Corporation is five (5) directors, who are to serve as directors until the annual meeting of the membership or until their successors are elected and shall qualify, are:

John R. Sonntag, M.D.
1070 North Curtis Road, Suite 140
Boise, Idaho 83706

Roy J. Ellsworth, M.D.
Boise Medical Arts Center
999 North Curtis Road, Suite 205
Boise, Idaho 83706

Lawrence D. Anderson, M.D.
3222 Overland Road
Boise, Idaho 83705

Charles H. Howarth, M.D.
1173 University Drive
Boise, Idaho 83706

Scott H. Pressman, M.D.
St. Alphonosus Medical Building
901 North Curtis Road, Suite 302
Boise, Idaho 83706

ARTICLE IX

The names and addresses of the initial incorporators
are:

John R. Sonntag, M.D.
1070 North Curtis Road, Suite 140
Boise, Idaho 83706

Roy J. Ellsworth, M.D.
Boise Medical Arts Center
999 North Curtis Road, Suite 205
Boise, Idaho 83706

Lawrence D. Anderson, M.D.
3222 Overland Road
Boise, Idaho 83706

Charles H. Howarth, M.D.
1173 University Drive
Boise, Idaho 83706

Scott H. Pressman, M.D.
St. Alphonosus Medical Building
901 North Curtis Road, Suite 302
Boise, Idaho 83706

ARTICLE X

The Corporation shall have one class of membership
which shall include any individual practicing medicine in the
State of Idaho as a licensed ophthalmologist or licensed in the
State of Idaho as an optician providing eye services to
patients within the State of Idaho.

ARTICLE XI

Membership is voted upon by a majority of the Board
of Directors of the Corporation.

Dated this 11 day of June, 1987.

James J. Smith M.D.
James J. Smith M.D.
James J. Smith M.D.
James J. Smith M.D.
James J. Smith M.D.