

97 SEP 26 AM 8:53
SECRETARY OF STATE
STATE OF IDAHO

0121062

97 SEP 30 PM 3:37
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
ADVANCED CHIROPRACTIC, P.A.**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, R. JAMES JOHNSON, who is over the age of majority, resident of the State of Idaho, and legally authorized to practice chiropractic in the State of Idaho, desiring to form a professional corporation in accordance with Title 30, Chapter 13, of the Idaho Code, does for the purpose of forming a professional service adopt the following Articles of Incorporation, to-wit:

ARTICLE ONE

NAME

The name of the corporation shall be ADVANCED CHIROPRACTIC, P.A.

ARTICLE TWO

PURPOSES

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

(1) Primarily to engage in every phase and aspect of the practice of chiropractic under the laws of the State of Idaho;

(2) To engage generally in the business of a professional service corporation as the same is now or hereinafter may be defined by statute, rule, and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;

(3) To engage in such other business as may be authorized or permitted by the laws of the State of Idaho governing professional service corporations.

IDAHO SECRETARY OF STATE
09/26/1997 09:00
CK: 30977 CT: 47677 DL: 42035
1 @ 100.00 = 100.00 CORP

ARTICLE THREE
REGISTERED OFFICE

The place in the State of Idaho where the corporation's registered office is to be located is 327 Thain Road, City of Lewiston, County of Nez Perce.

ARTICLE FOUR
REGISTERED AGENT

The registered agent of the corporation found at the above address is Dr. R. James Johnson.

ARTICLE FIVE
DIRECTORS

The number of directors of the corporation shall be at least one (1) but no more than five (5). The name and address of the person who is appointed to act as the initial director until the first annual meeting, or until his successor is duly chosen and qualified, is:

- R. James Johnson, 327 Thain Road, Lewiston, Idaho 83501

ARTICLE SIX
STOCK

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares, all of which shall be common stock.

ARTICLE SEVEN
DURATION

The duration of this corporation shall be perpetual.

ARTICLE EIGHT
REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation, including provisions restricting the transfer of shares, are:

(1) No shares of the capital stock of the corporation shall be issued to anyone other than an individual who is legally authorized to render services as a chiropractor and is legally licensed to practice chiropractic in the State of Idaho.

(2) No shareholder of this corporation shall sell or transfer any of his shares in the corporation except to another individual who is eligible to be a shareholder of this corporation and then only in accordance with procedures set forth in the bylaws of the corporation for such sale or transfer. Any shares transferred to any person or entity ineligible to be a shareholder, whether such transfer to voluntary, involuntary, or by operation of law, shall be redeemed or canceled by this corporation.

(3) No shareholder of this corporation shall enter into any voting trust agreement or other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If a director, officer, or shareholder of this corporation becomes legally disqualified to render services as a licensed chiropractor in the State of Idaho, he shall immediately sever all employment with and financial interest, other than interest as a creditor, if any, in this corporation.

ARTICLE NINE

BYLAWS

The Board of Directors of this corporation shall have the power to adopt, alter, amend, or repeal the bylaws of the corporation.

ARTICLE TEN

PAYMENT FOR SHARES

Any shareholder shall have the right to dissent and obtain payment for shares under Title 30, Idaho Code, Chapter 1, Part 13, in the event the shareholders or corporation cannot agree with an individual shareholder as to

the sale or redemption of his shares, so long as such action is not in conflict with the bylaws or any buy/sell agreement between the shareholders pertaining to the sale or redemption of a shareholder's shares.

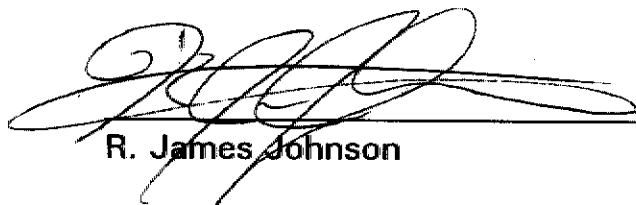
ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator of this corporation is:

R. James Johnson, 327 Thain Road, Lewiston, Idaho 83501

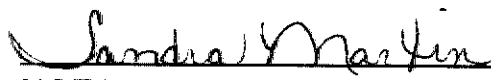
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
executing these Articles of Incorporation this 24 day of September,
1997.


R. James Johnson

STATE OF IDAHO)
) ss.
COUNTY OF NEZ PERCE)

On this 24 day of September, 1997, before me,
Sandra Martin, a notary public, personally appeared R. James
Johnson, to me known 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 on the day and year first above written.


NOTARY PUBLIC for Idaho
Residing at Culdesaca
My commission expires on 4-20-2000