

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

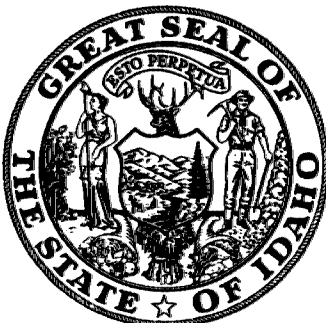
NORTHWEST PSYCHIATRIC ASSOCIATES, P.A.

File number C 108321

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: November 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

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ARTICLES OF INCORPORATION

OF

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NORTHWEST PSYCHIATRIC ASSOCIATES, P.A.

The undersigned, who is licensed or otherwise legally authorized to render medical services in the State of Idaho, hereby certifies and adopts the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, of the Idaho Code.

ARTICLE I.

The name of this Corporation shall be "NORTHWEST PSYCHIATRIC ASSOCIATES, P.A." and its existence shall be perpetual.

ARTICLE II.

This Corporation shall engage in the business of rendering medical counseling, and allied professional services through its duly licensed or otherwise legally authorized employees and agents in accordance with Title 30, Chapter 13, of the Idaho Code and it shall have unlimited power to perform any act permitted by the Idaho Professional Service Corporation Act (the "Act"), as amended.

ARTICLE III.

3.1. This Corporation shall not issue, nor shall any shareholder sell or otherwise transfer shares in this Corporation, except to an individual who is duly licensed or otherwise legally authorized to practice medicine under the laws of Idaho.

3.2. Shares in this Corporation shall be issued, sold, or otherwise transferred only after such issuance, sale, or transfer has been approved by a majority of the outstanding shares at a meeting specially called for such a purpose pursuant to Idaho Code Section 30-1310 (or successor statute).

3.3. The Board of Directors of this Corporation may adopt Bylaws further restricting alienation of the shares of this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights in elections of Directors.

ARTICLES OF INCORPORATION OF
NORTHWEST PSYCHIATRIC ASSOCIATES, P.A. - 1

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ARTICLE V.

5.1. The location and postal address of the registered office of this Corporation in this state shall be 2251 Ironwood Center, Suite 100, Coeur d'Alene, Idaho, 83814, with the mailing address of this Corporation being 2251 Ironwood Center, Suite 100, Coeur d'Alene, Idaho, 83814.

5.2. The registered agent of this Corporation at that address shall be George J. Ullrich, M.D.

ARTICLE VI.

6.1. The aggregate number of shares which this Corporation shall have authority to issue is one hundred thousand (100,000) shares.

6.2. Such shares shall consist of one class only, to be known as common stock, with no par value.

6.3. The Corporation may purchase its own shares from the available unreserved and unrestricted earned surplus.

ARTICLE VII.

7.1. The number of Directors of this Corporation shall be fixed in the Bylaws in accordance with the Act and may be changed from time to time by amending the Bylaws.

7.2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business, as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as Directors, officers, shareholders, members or otherwise.

7.3. Director of the Corporation shall be one (1), and the name and address of the person who is to serve as Director is:

<u>NAME</u>	<u>ADDRESS</u>
George J. Ullrich, M.D.	2251 Ironwood Center, Suite 100 Coeur d'Alene, Idaho 83814

7.4. The term of the first Director shall be until the first annual meeting of the shareholders of this Corporation or until their successors are elected and qualified.

7.5. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages arising from breach of fiduciary duty as a Director, except this limitation on liability shall not apply to:

- (i) any breach of the Director's duty of loyalty;
- (ii) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;
- (iii) liability provided for under Idaho Code Section 30-1-48; or
- (iv) any transaction from which the Director derives an improper personal benefit.

This limitation on liability shall not apply to any act or omission occurring before the effective date of this Article. If the Idaho Code is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Code, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

7.6. The Corporation has the power to indemnify, and to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents.

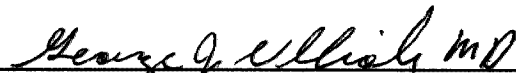
7.7. Shareholders of this Corporation are expressly and exclusively authorized to make, alter, and repeal the Bylaws of this Corporation. The vote of the shareholders to change or change such Bylaws shall require an approval of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares entitled to vote.

ARTICLE VIII.

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George J. Ullrich, M.D.	2251 Ironwood Center, Suite 100 Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporators hereinabove named have executed these Articles of Incorporation this 10 day of November, 1994.



 GEORGE J. ULLRICH, M.D.

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