

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

2002 MAY -7 AM 8:39

OF

SECRETARY OF STATE
STATE OF IDAHO

TREASURE VALLEY UROLOGY, P.A.

1. **Name.** The name of the corporation is Treasure Valley Urology, P.A.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock having no par value.
3. **Registered office and agent.** The registered office of the corporation is 1613-B 12th Avenue Road, Nampa, Idaho 83686-6195, and its registered agent at that address is Eric W. Klein, M.D.
4. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Name

Address

Eric W. Klein, M.D.

3139 South Kokomo
Nampa, Idaho 83686

5. **Purposes.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, which shall include, but which shall not be limited to, engaging in the practice of medicine and allied professional services.

This corporation may render professional services in the practice of medicine only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of medicine to the public within the State of Idaho.

No shares of stock of this corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Idaho under the provisions of Title 54, Chapter 18, Idaho Code.

6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Professional Service Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Professional Service Corporation Act permitted the corporation to provide prior to such amendment).

7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Incorporator.** The name of the incorporator is Mark A. Ellison, and his address is P. O. Box 829, Boise, Idaho 83701.

In witness whereof, I have subscribed these Articles of Incorporation 6th day of May, 2002.



Mark A. Ellison, Incorporator