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# State of Idaho

## Department of State

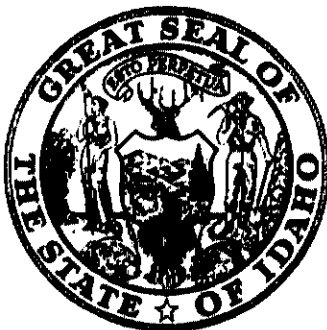
### CERTIFICATE OF INCORPORATION OF

### COLSON 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 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: December 2, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sheryl Dalbey*

Corporation Clerk

Articles of Incorporation  
of  
Colson Chartered

DEC 2 3 38 PM '91  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a professional corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Professional Corporation Act for the State of Idaho, Chapter 30, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME:

The name of the corporation is Colson Chartered.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE:

The corporation is organized for rendering professional services within the practice of optometry by professional doctors of optometry licensed under State law. Incident to such professional services, the corporation will provide eyeglasses, contact lenses, and other optometry items under a franchise agreement with Pearle Vision, Inc., a Delaware corporation. The corporation shall not engage in any business activity other than that which is directly related to the professional practice of optometry and incident thereto the operation of the Pearle Express or such other Pearle Vision, Inc. (PVI) franchise operations as shall be approved in writing

by PVI.

FOURTH - AUTHORIZED CAPITAL:

The authorized amount of capital of this corporation shall be and is 10,000 shares of stock with no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares. The total number of shareholders of the corporation shall be limited to five (5) persons, all of whom shall be licensed optometrists or otherwise legally authorized to render professional optometry services. The corporation must have Pearle Vision, Inc.'s prior written approval for the issuance, encumbrance, assignment, and transfer of shares of the corporation. All issued stock certificates of the corporation shall contain the following limitation with respect to transfer of stock:

"The transfer of this stock is subject to the terms and conditions of a franchise agreement with Pearle Vision, Inc. Reference is made to such franchise agreement and the restrictive provisions of the Articles of Incorporation and By-Laws of this corporation."

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SIXTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and street address of the initial registered office of the corporation is 350 North Milwaukee, No. 2153, Boise, Idaho, 83788. The initial registered agent for the corporation is Dennis Colson, O.D.

SEVENTH - DIRECTOR(S):

The number of Directors of the corporation shall be specified in the By-Laws, and subject to the restrictions of Idaho Code §30-1315, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial number of Directors shall be one (1), who shall serve until the first annual meeting of shareholders or until the organizational meeting, whichever shall first occur, and who shall be:

<u>Name</u>	<u>Address</u>
Dennis Colson, O.D.	2882 North El Rancho Place Boise, Idaho 83704

EIGHTH - INCORPORATORS:

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Dennis Colson, O.D.	2882 North El Rancho Place Boise, Idaho 83704

## NINTH - OTHER PROVISIONS:

### 8.1. Transactions Between Corporations, Officers, and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

### 8.2. Shareholder Liability.

Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation

shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals effective as of the 2 day of December, 1991.

  
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Dennis Colson, O.D.