



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**JAY A. HARTWELL, P.A.**

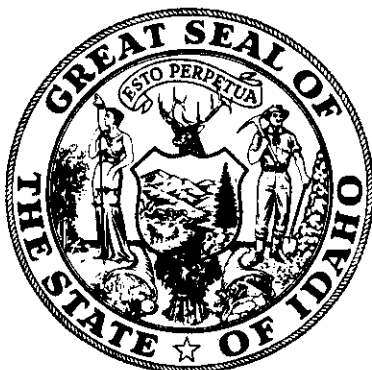
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**JAY A. HARTWELL, P.A.**

, 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 May 19, 19 81.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

MAY 19 8 22 AM '81

SECRETARY OF STATE

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

JAY A. HARIWELL, P.A.

The undersigned incorporator, desiring to form a corporation, hereinafter called the Corporation, pursuant to the provisions of the Idaho Professional Corporation Act, as amended, hereinafter called the Act, executes the following ARTICLES OF INCORPORATION.

1. NAME: The name of the Corporation is JAY A. HARIWELL, P.A.

2. PURPOSES: The purposes for which the Corporation is formed are:

a. To engage in the practice of optometry; to diagnose any optical deficiency or deformity, visual or muscular anomaly of the human eye; to prescribe and furnish, or adapt lenses, regular or contact, prisms, or ocular exercises or visual training and not to engage in any other business except as may be permitted within the meaning of the Act.

b. To have the capacity to act possessed by natural persons, but to perform only such acts as are necessary, convenient, or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

c. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments as determined by its Board of Directors.

d. To acquire (by purchase, exchange, loan, hire, or otherwise) real or personal property necessary or appropriate for rendering optometric services.

e. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

f. To purchase its own shares to the extent of unreserved and unrestricted capital surplus.

g. To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares from time to time.

h. To create, without restriction, rights or options to purchase any or all of its shares.

i. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage on, or pledge, security interest in, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities other obligations of the Corporation for its corporate purposes.

j. To acquire (by purchase, exchange, lease, hire, or otherwise) hold, sell, transfer, reissue, or cancel its own shares, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Idaho, except that the Corporation shall not use its funds or other assets for the purchase of its own shares when such use would cause any impairment of the capital of the Corporation, and except that its own shares beneficially owned by the Corporation shall not be voted directly or indirectly.

k. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges, and powers specified in or permitted under the Act.

l. To do everything necessary, proper, advisable, or convenient for the accomplishment of any the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or

connected therewith, which is not forbidden by the laws of the State of Idaho, or by the provisions of these Articles of Incorporation.

m. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or the scope of the general powers of the Corporation created thereby; not shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

n. Nothing in this paragraph 2 so contained shall be construed to authorize the conduct by the Corporation of other than rendering professional optometry services.

3. DURATION: The period during which the Corporation shall function shall be perpetual.

4. PRINCIPAL OFFICE AND RESIDENT AGENT: The post office address of the principal office of the Corporation is Route 3, Jerome, Idaho, 83338, and the name and post office address of its resident agent in charge of such office is Jay A. Hartwell, Route 3, Jerome, Idaho, 83338.

5. AUTHORIZED SHARES: The total number of shares which the Corporation shall have authority to issue is 1,000 shares without par value.

6. CONSIDERATION FOR SHARES: QUALIFICATION OF SHAREHOLDERS: Shares shall be issued for such consideration as may be fixed from time to time by the Board of Directors. Shares shall be issued only to individuals who hold an Idaho license to engage in the practice of optometry, and no shares may be transferred upon the books of the Corporation or issued until there is presented to and filed with the Corporation a certificate by the Regulating Board of the State of Idaho stating that the individual to whom the transfer is to be made or the shares issued holds a license to engage in the practice of optometry in

the State of Idaho. The Board of Directors may make distributions to shareholders out of capital surplus from time to time, to the extent permitted by law, without prior approval of shareholders. The Shares of any shareholder are subject to redemption in the time, place, and manner set forth in the Act or otherwise as may be subject of private agreement by and between the shareholder and the Corporation.

7. VOTING RIGHTS: Each share shall be entitled to one vote, but only shareholders having a license to engage in the practice of optometry in the State of Idaho shall be entitled to vote. No voting trust arrangement, proxy or other type agreement vesting voting authority in another person, shall be recognized.

8. STATED CAPITAL: The Corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of shares.

9. DIRECTORS The initial Board of Directors shall be composed of one member. The number of directors may from time to time be fixed by the Bylaws of the Corporation at any number but not less than one. In the absence of a Bylaw fixing the number of directors, the number shall be one. Directors need not be shareholders of the Corporation but must be persons licensed to practice optometry in Idaho and no director shall be seated in the Board until there is presented to and filed with the Regulating Board of the State of Idaho a certificate stating that such directors hold the required license.

10. BOARD OF DIRECTORS: The name and post office address of the first Board of Directors of the Corporation are as follows:

JAY A. HARTWELL                      Route 3, Jerome, Idaho 83338

11. INCORPORATOR: The name and post office address of the incorporator of the Corporation is Jay A. Hartwell, Route 3, Jerome, Idaho 83338. Such incorporator is of lawful age and is licensed to practice optometry in the State of Idaho.

12. BYLAWS: The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to adopt, alter, amend, or repeal the Bylaws of the Corporation, but the

affirmative vote of a majority of the members of the Board of Directors shall be necessary to adopt such Code or to effect any alteration amendment, or repeal thereof. All provisions for the regulation of the business and management of the affairs of the Corporation shall be stated in the Bylaws.

13. MEETINGS OF SHAREHOLDERS: Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices, or waivers of notice, thereof, or as specified in the Bylaws.

14. INTEREST OF DIRECTORS IN CONTRACTS: (a) Any contract or other transaction between the Corporation and any corporation in which the Corporation owns all of the shares shall be valid and binding, regardless of the fact that the officers and/or directors, executing the contract on behalf of the Corporation, are the same or a majority of them are the same or the participating directors or officers are the same.

(b) Any contract or other transaction between the Corporation and any one or more if its directors or between the Corporation and any firm of which one or more of the Corporation's directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of the Corporation's directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such directors or director at the meeting of the Board of Directors which acts upon such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, and to be counted in calculating the majority of such quorum necessary to carry out such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

15. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES: The Corporation shall indemnify each person who is or was a director, officer, or employee of the Corporation, or of any other corporation which he is serving or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer, or employee of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken in his capacity as such directors, officers, or employee, whether or not he continues to be such at the time such liability or expense is incurred; provided however, no such person shall be so indemnified where such person shall have been grossly negligent or shall have engaged in willful misconduct in the performance of his duties, and, in addition, in any criminal action or proceeding, shall have had reasonable cause to believe that his conduct was unlawful. As used in this paragraph, the terms "liability" and "expense" shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgements, fines, or penalties against, and amounts paid in settlement by, a director, officer, or employee. The termination of any claim, action, suit or proceeding, civil or criminal, by judgement, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in the first sentence of this paragraph.

If several claims, issues, or matter of action are involved, any such person may be entitled to indemnification as to some matters even though he is not so entitled as to others.

The Corporation may advance expenses to, or where appropriate may at its expense undertake the defense of, any such director, officer, or employee upon receipt of any undertaking by or on behalf of such person to repay such expenses if it should immediately be determined that he is not entitled to indemnification under this paragraph.

The provisions of this paragraph shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or commissions to act occurring before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors, and administrators of any such person. Nothing contained herein shall restrict the right of the Corporation to indemnify or reimburse any person in any case which it deems to be proper even though not provided for herein. The Corporation, its directors, officers, employees, and agents, shall not be liable in taking any action or making any payment under this paragraph, or in refusing to do so, in reliance upon the advice of counsel.

16. SEVERANCE OF INTEREST: If any officer, shareholder, agent, or employee of the Corporation becomes legally disqualified to render optometric services within the State of Idaho or accepts employment or is elected to a public office that pursuant to existing law is a restriction or limitation upon rendering such services, he or she shall sever all employment with or financial interest in the Corporation forthwith.

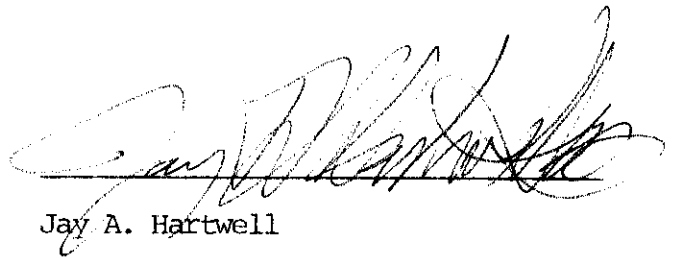
17. DEATH OR DISQUALIFICATION OF SHAREHOLDER: The shares owned by a deceased or disqualified shareholder shall be purchased by the Corporation within a reasonable time after the date of each or final disqualification but not to exceed 60 days. The price for such shares shall be their book value on the last day of the month preceeding the death or disqualification of the shareholder.

18. LIMITATION ON RENDERING OF SERVICE: The Corporation shall engage in the profession of optometry only through officer, employees, and agents who themselves hold a license to engage in the practice of optometry in the State of Idaho.

IN WITNESS WHEREOF the undersigned incorporator executes these



ARTICLES OF INCORPORATION and certifies to the truth of the facts herein  
stated, May \_\_\_\_ , 1981.



Jay A. Hartwell

STATE OF IDAHO )

County of Jerome)

On this \_\_\_\_ day of May, 1981, before me, a Notary Public in and  
for the State, personally appeared JAY A. HARTWELL, known to me to be the  
person whose name is subscribed to the within instrument and acknowledged  
to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal the day and year first above written.

\_\_\_\_\_  
Notary Public for Idaho

Residing at \_\_\_\_\_