



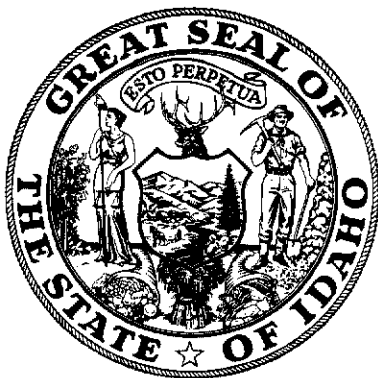
CERTIFICATE OF INCORPORATION  
OF

IDAHO WELLNESS CENTER, 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 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: January 2, 1987



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

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IDAHO WELLNESS CENTER, P.A.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, acting as incorporators of a professional corporation under the Idaho Professional Service Corporation Act, adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be Idaho Wellness Center, P.A.

II

The term for which said corporation shall exist shall be in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 1818 West State, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be Martin Gabica.

IV

The purposes for which this corporation is formed shall be and are:

(1) To engage in the practice of medicine in rendering or offering to render to the public any one or combination of the following services: Consultation, diagnosis, advice and treatment in all phases of the practice of medicine and surgery.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and/or personal property necessary for the rendering of the above specified professional services as permitted by Chapter 13, Title 30, Idaho Code.

(3) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(4) To issue shares of stock of this corporation to any person provided that no such shares 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.

(5) To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or nonnegotiable, whether secured or unsecured.

(6) For the purpose of securing any or all of its contracts, obligations or liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(7) It is the intention of the incorporators of this corporation that the foregoing clauses shall be construed both as objects and powers and not as limitations upon such powers, except where such limitations may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation but that said corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and which is permitted under Chapter 13, Title 30, Idaho Code, under which this corporation is organized or the then applicable law.

## V

This corporation shall be subject to the following specific limitations:

(1) No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

(2) If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public in the practice of medicine as the same is defined in Title 54, Chapter 18, Idaho Code becomes legally disqualified to render such professional service within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interests in, the corporation; provided, however, if the corporation has only one shareholder and that shareholder dies or becomes disqualified, voting rights may be exercised as provided in Section 30-1309A, Idaho Code, for the purpose of dissolving the corporation.

(3) No shareholder of this corporation may sell or transfer his shares of stock of this corporation except to another individual who is licensed to practice medicine pursuant to the provisions of Title 54, Chapter 18, Idaho Code; and such sale or transfer may be made only after the same is unanimously approved by all stockholders at a stockholders' meeting specially called for such purpose. The board of directors or shareholders of this corporation may adopt bylaws or agreements further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

(4) This corporation may consolidate or merge with another professional corporation organized to render the specific professional services for which this corporation is formed only as provided by Section 30-1312, Idaho Code.

(5) 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.

## VI

The business of this corporation shall be managed and conducted by a board of directors as follows: If there is but one shareholder, there need be but one director who shall be such shareholder. He shall also serve as the president and treasurer of the corporation. In this instance, the other officers need not be licensed or otherwise legally authorized in the same field of endeavor as the president. If there are only two shareholders, there need be only two directors who shall be such shareholders and who shall fill all of the general offices of the corporation between them. A retired person may not continue as a director, officer or shareholder.

## VII

The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Martin Gabica, M.D.	1818 West State Street Boise, Idaho 83702
Gail Eberharter, M.D.	1818 West State Street Boise, Idaho 83702
Steven Schneider, M.D.	1818 West State Street Boise, Idaho 83702

### VIII

The capital stock of this corporation shall consist of five hundred shares of no par, nonassessable, common stock.

### IX

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Martin Gabica, M.D.	1818 West State Street Boise, Idaho 83702
Gail Eberharter, M.D.	1818 West State Street Boise, Idaho 83702
Steven Schneider, M.D.	1818 West State Street Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal this 11 day of December, 1986.

Gail Eberharter  
Martin Gabica  
Steven Schneider

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 11 day of December, 1986, before me, a notary public in and for said county and state, personally appeared MARTIN GABICA, M.D., 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 in this certificate first above written.

Barbara H. Deek  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11-4-91

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 11 day of December, 1986, before me, a notary public in and for said county and state, personally appeared GAIL EBERHARTER, M.D., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Barbara H. Deek  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11-4-91

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 11 day of December, 1986, before me, a notary public in and for said county and state, personally appeared STEVEN SCHNEIDER, M.D., 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 in this certificate first above written.

Barbara H. Beck  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11-4-91