



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### THE ELLSWORTH PROFESSIONAL ASSOCIATION

was filed in the office of the Secretary of State on the **twenty-first** day of **September** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ ~~will be~~ recorded on ~~film~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **September**, A.D., 1972 .

Pete T. Cenarrusa  
Secretary of State.

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

ARTICLES OF INCORPORATION  
OF  
THE ELLSWORTH PROFESSIONAL ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizen of the United States, have this day voluntarily formed a Professional Service Corporation under the laws of the State of Idaho, for the purpose of rendering medical services and do hereby certify as follows:

I

The name of the corporation is THE ELLSWORTH PROFESSIONAL ASSOCIATION.

II

The Corporation's objects and purposes are:

A. Primarily to engage in the specific business of the practice of medicine as a professional association.

B. To engage generally in the business of a professional association as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

C. To engage in such other business as may be authorized or permitted by the Idaho Professional Service Corporation Act, Idaho Code 30-1301 et seq., and to engage in any activities and

do all things as are incidental to or conducive to the attainment of any of the objects and purposes set forth in this Paragraph II.

D. To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment.

E. To construct, erect and operate offices to do business anywhere in the world and to have one or more offices and places of business out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property out of the State of Idaho.

F. To promote and organize other corporations, and to the extent and wherever permitted to be an incorporator of other corporations of any type or kind.

G. To have and exercise all rights and powers now existing and which may hereafter be granted to a corporation by the laws of the State of Idaho.

H. To make donations for the public welfare or for charitable, scientific, or educational purposes.

The foregoing shall be construed as objects, purposes and powers and the enumeration thereof shall not limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the State of Idaho. The foregoing statement shall be liberally construed in aid of the powers of this corporation, and the objects, powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited

or restricted by any terms or provisions of any other clause. The enumeration of specific powers shall not be construed as to limit in any manner the general powers conferred.

### III

The Corporation is to have perpetual existence.

### IV

The location and Post Office address of the corporation in this state is Suite 205, 999 No. Curtis Road, Boise, Idaho.

### V

The authorized capital of the corporation consists of a single class of stock, the total number of authorized shares is 25,000, with a par value of \$1.00 and an aggregate par value of \$25,000.00.

### VI

The name and Post Office address of the incorporator and first director of the corporation with the number of shares subscribed for is as follows:

| <u>NAME</u>      | <u>ADDRESS</u>                      | <u>SHARES</u> |
|------------------|-------------------------------------|---------------|
| Roy J. Ellsworth | 2402 West Jefferson<br>Boise, Idaho | 1             |

### VII

The shares of the corporation are not subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation, or for any other purpose.

### VIII

The holders of shares of stock in this corporation are not entitled to pre-emptive rights to purchase additional shares of

stock.

#### IX

The Board of Directors shall have the power to repeal and amend the by-laws of the corporation and adopt new by-laws, upon a majority vote of the board of directors. The shareholders may repeal, amend or adopt new by-laws in a shareholders' meeting by a vote representing a majority of the voting power of all shareholders or by written consent without a meeting by a majority of the allotted shares.

#### X

The stockholder of the Corporation shall have the power to include in the By-laws or a buy and sell agreement adopted by a two-thirds (2/3) majority of the stockholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible

to be a stockholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any stockholder becomes legally disqualified to practice medicine in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws and/or buy and sell agreement as adopted by the stockholders.

XI

The corporation may amend its Articles of Incorporation in any manner permitted by law upon the majority vote of the voting power of all shareholders, except as otherwise required by law.

XII

A voluntary sale, lease or exchange of all or substantially all of the property and assets of the corporation may be made upon such terms and conditions as it deems expedient.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18<sup>th</sup> day of September, 1972.

  
Roy J. Ellsworth

STATE OF IDAHO )  
 ) ss  
COUNTY OF ADA )

On this 18<sup>th</sup> day of September, 1972, before me personally appeared ROY J. ELLSWORTH, 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.

M. L. Miller  
Notary Public  
Residing at: Boise, Idaho

(SEAL)