

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

OBSTETRICS AND GYNECOLOGY ASSOCIATES OF IDAHO FALLS P.A.

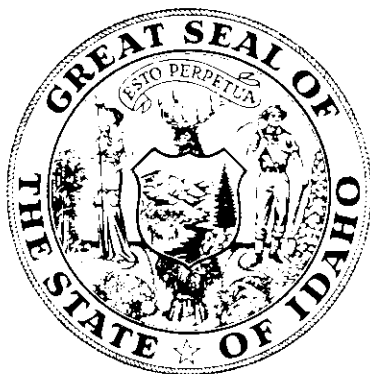
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

DR. RULON D. ROBISON AND DR. C. JAY KINDRED PROFESSIONAL ASSOCIATION

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated October 9th, 19 31



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF DR. RULON D. ROBISON AND  
DR.C. JAY KINDRED, PROFESSIONAL ASSOCIATION,  
an Idaho Corporation

Pursuant to the provisions of Section 30-1-61 of the  
Idaho Business Corporation Act,

FIRST: The name of the corporation is Dr. Rulon D.  
Robison and Dr. C. Jay Kindred, Professional Association.

SECOND: The number of shares of the corporation out-  
standing at the time of such adoption was fifty (50) shares and  
the number of shares entitled to vote thereon was fifty (50).

THIRD: The number of shares voting for such amendments  
was fifty (50); and the number of shares voting against such  
amendments was zero (0).

FOURTH: The manner in which such amendments affect a  
change in the amount of stated capital, and the amount of stated  
capital as changed by such amendment, are as follows: Original  
stated capital - 50 shares, no market value, amended stated  
capital - 1,000 shares, no par value; the following amendments to  
the Articles of Incorporation were adopted by the shareholders of  
the corporation on September 9, 1981, in the manner prescribed by  
the Idaho Business Corporation Act:

## ARTICLE I

### NAME

The name of the corporation shall be OBSTETRICS AND GYNECOLOGY ASSOCIATES OF IDAHO FALLS P.A.

## ARTICLE II

### PURPOSES AND POWERS

The purposes for which said corporation is formed are:

a) To carry on the profession of the practice of medicine and surgery, including, but not limited to the specialty practice of obstetrics and gynecology; provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the state of Idaho to practice medicine as physicians and surgeons.

b) To own and operate laboratories, pharmacies, clinics, and all types of equipment, supplies, and materials used in or incidental to the practice of medicine and surgery.

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

d) In connection with the conduct of the business of the corporation to acquire by purchase or lease, or otherwise, land, or interest in land, and to hold, improve, develop and manage any real estate so acquired, and to erect or cause to be

erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures, and any suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

e) In connection with the conduct of the business of the corporation to receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

f) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

g) To appoint agents and sub-agents, and to enter into all necessary contracts with agents and sub-agents.

h) To acquire by purchase or otherwise and hold, sell, convey, incumber , or transfer all kinds of real and personal property of every kind and description acquired in connection with the conduct of the business of the corporation.

i) To borrow money and otherwise and incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, sign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

j) To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own capital stock; that such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

k) To have, exercise and enjoy all the powers now or hereinafter granted to professional corporations organized under the laws of the state of Idaho, particularly all the powers and privileges granted to corporations by Chapters 1 and 13 of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects

and purposes.

1) All of the foregoing provisions of this Article II are to be construed both as objectives and powers, and it is hereby expressly provided that the enumeration herein of special objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power or to do any act which professional corporations formed under the laws of the state of Idaho now or hereafter existing may not; at the time, lawfully carry on or do. It is the intention that the purposes, objectives and powers specified in each of the paragraphs of this Article II of these Articles of Amendment to the Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference or inference from the terms of any other clause or paragraph of this article contained, or of any other provisions of these Articles of Ammendment to the Articles of Incorporation.

### ARTICLE III

#### EXISTENCE

The Corporation is to have perpetual existence.

### ARTICLE IV

#### REGISTERED AGENT AND OFFICE

The location and Post Office address of the Corporation's

registered office shall be 2065 East Seventeenth Street, Idaho Falls, Idaho 83401; and the name of its registered agent at such address is Rod Anderson.

#### ARTICLE V

##### STOCK

The capital stock of corporation shall be one thousand (1,000) shares of common stock without par value.

#### ARTICLE VI

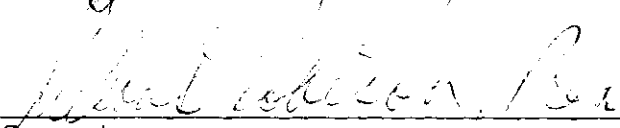
##### BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three directors.

Dated this 30 day of September, 1981

DR. RULON D. ROBISON and  
DR. C. JAY KINDRED,  
PROFESSIONAL ASSOCIATION

By:   
President

By:   
Secretary

SPECIAL MEETING OF THE SHAREHOLDERS  
of DR. RULON D. ROBISON and  
DR. C. JAY KINDRED, PROFESSIONAL ASSOCIATION  
September 9, 1981

A special meeting of the Shareholders of Dr. Rulon D. Robison and Dr. C. Jay Kindred, Professional Association, and Idaho professional association, was held at Idaho Falls, Idaho, on the 9th day of September, 1981. The purpose of the meeting was for the consideration of Amendments to the Articles of Incorporation. Upon motion duly made, seconded, the following resolutions were adopted, to wit:

RESOLVED:

"That Article 1 of the Articles of Incorporation be amended as follows:

That the words Doctor Rulon D. Robison and Doctor C. Jay Kindred, Professional Association be omitted, and the words OBSTETRICS & GYNECOLOGY ASSOCIATES OF IDAHO FALLS, P.A. be inserted."

RESOLVED:

"That Article 4 of the Articles of Incorporation be amended as follows:

That Rod Anderson be designated as Registered Agent for said corporation."

RESOLVED:

"That Article 5 of the Articles of Incorporation be amended as follows:

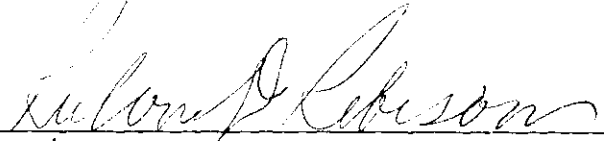
That the capital stock of the corporation shall be increased to one thousand (1,000) shares of common stock without par value."

RESOLVED:

"That the Board of Directors shall consist of not less than three directors."

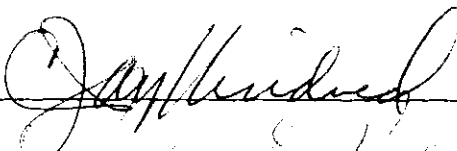

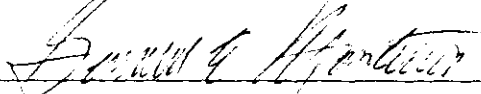


The Shareholders then stated that there be no further business, that the meeting would be dismissed with the understanding and stipulation that the Board of Directors would then meet and approve an amended corporate sale and other details of the corporation. The Shareholders unanimously delegated said authority to the Board of Directors. Upon motion duly made and seconded and unanimously passed, the meeting was adjourned.

  
Secretary

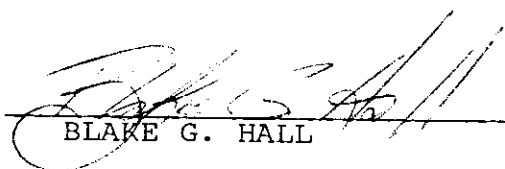
The undersigned, Shareholders of the above-named corporation hereby waive notice of the Special Meeting of said corporation and, by affixing their signatures hereto they further ratify and affirm all action taken at said meeting.

SHAREHOLDERS:

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville        )

I, Blake Hall, a notary public, do hereby certify that on this 2 day of October, 1981, personally appeared before me Rulon D. Robison, who being by me first duly sworn, declared that he is the secretary of DR. RULON D. ROBISON AND DR. C. JAY KINDRED, PROFESSIONAL ASSOCIATION, an Idaho Corporation, that he signed the foregoing document as secretary of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
BLAKE G. HALL

(Seal)