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STATE
SEAL OF IDAHO

ARTICLES OF INCORPORATION

OF

MADISON CLINIC OPTOMETRY, P.C.

The undersigned incorporator, desiring to form a professional corporation pursuant to the provisions of the Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Madison Clinic Optometry, P.C.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Purpose. The corporation is organized for the practice of the profession of dentistry.

ARTICLE 4. Registered Office and Registered Agent. The address of the corporation's registered office in the state of Idaho is 244 East Main, Rexburg, Idaho 83440. The name of the corporation's registered agent at such address is Dallin Heiner.

ARTICLE 5. Directors. The Board of Directors shall consist of one or more directors as set and elected by the shareholders. The number of individuals now constituting the Board of Directors is one and the name and address of the person who is to serve as director until the next annual meeting of shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Dallin Heiner	259 Rodney Drive Rexburg, Idaho 83440
Sally H. Hacking	280 Rodney Drive Rexburg, Idaho 83440

ARTICLE 6. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Dallin Heiner	259 Rodney Drive Rexburg, Idaho 83440

ARTICLE 7. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

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- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 8. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or its shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

DATED this 2 day of July, 2004.

INCORPORATOR


Dallin Heiner