

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SNEDDEN AND BENGTSON, P.A.

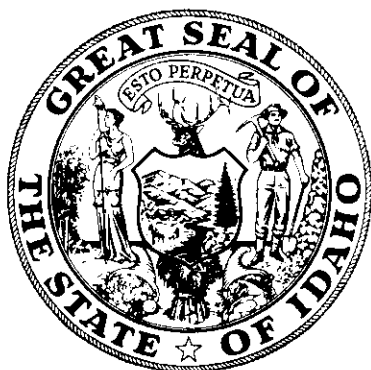
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SNEDDEN AND BENGTSON, 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: April 29, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursaa*

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ARTICLES OF INCORPORATION

OF SECRETARY OF
STATE

SNEDDEN AND BENGTSON, P.A.

SECRETARY OF
STATE

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KNOW ALL MEN BY THESE PRESENTS, THAT I, ANGUS P. SNEDDEN, D.M.D., the undersigned, a natural person of full age and a citizen of the United States of America, being licensed to practice dentistry under the laws of the State of Idaho, have this day formed a service corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

AND, I DO HEREBY CERTIFY:

FIRST:

That the name of the corporation is, and shall be SNEDDEN AND BENGTSON, P.A.

SECTION:

That the purposes for which this corporation is formed are, and it shall have the power and authority:

(a) To engage in the practice of dentistry; to treat; to prescribe; to diagnose; or to operate for any disease, pain, injury, deficiency, deformity, or physical condition of the human teeth, gums, jaws, and adjacent tissues; to furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and worn as substitutes for natural teeth; to own and operate a dentist office; and in any other services ancillary to the practice of dentistry, to include the practice of all allied professional services as that term is defined by Section 30-1303(3) of the Idaho Code as presently enacted or hereafter amended.

(b) To engage in every phase and aspect of the business of rendering the said professional services to the people that a person duly licensed to practice dentistry or other allied professional services under the laws of the

State of Idaho is authorized to render; but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho or otherwise legally authorized to render such professional services within this state.

(c) To invest its funds and to otherwise purchase, receive, lease or otherwise acquire or hold, improve, use, sell or otherwise dispose of and otherwise deal in and with real estate mortgages, stocks, bonds or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

(d) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(e) To do and perform each, all and every act and thing and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed.

(b) To have, exercise, use and employ all powers and authority specified in the Idaho Professional Service Corporation Act, being Chapter 13 of Title 30, Idaho Code, as the same now is or may hereafter be supplemented or amended.

THIRD:

That the location and post office address of the initial registered agent and registered office in the state of Idaho is, and shall be:

Gregory Bengtson, D.D.S.
107 N. First Avenue
Sandpoint, ID 83864

FOURTH:

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH:

A. That the total authorized number of par value shares of this corporation shall be five hundred (500), all of which are without par value and all of which are the same class.

B. None of the shares of the common stock of the corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to practice dentistry or an allied professional service to dentistry under the laws of the state of Idaho.

C. No shareholder may sell or transfer his shares of stock except to another individual who is eligible to be a shareholder of this 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, by not less than a majority of the outstanding stock.

D. The Bylaws of this corporation or other agreement may provide for additional restraints upon the alienation of shares of stock, and provide for the purchase or redemption by the corporation of its shares.

SIXTH:

That the name and post office address of the incorporator who is duly licensed to practice dentistry under the laws of the State of Idaho, and the number of shares subscribed to by said incorporator is as follows:

NAME:	ADDRESS:	SHARES SUBSCRIBED:
ANGUS P. SNEDDEN, D.M.D.	P.O. Box 398 Sandpoint, ID 83864	1 share

SEVENTH:

If any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public become legally disqualified to render such professional services within this state, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such

professional services, he shall sever all employment with, and financial interests in, this corporation forthwith.

EIGHTH:

If at any time this corporation shall have only one shareholder, such shareholder shall be the sole director of the corporation and shall also serve as the president and treasurer of the corporation. The other officers of the corporation need not be shareholders of the corporation.

If at any time this corporation shall have only two shareholders, such shareholders shall constitute the sole directors of the corporation and the shareholders shall fill all of the offices of the corporation between them.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter the number of directors may be increased or decreased from time to time as may be provided by the Bylaws. The names and addresses of the members of the Board of Directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>PROFESSIONAL LICENSE NO.:</u>
ANGUS P. SNEDDEN, D.M.D.	P.O. Box 398 Sandpoint, ID 83864	0881
GREGORY J. BENGTON, D.D.S.	P.O. Box 398 Sandpoint, ID 83864	1739

NINTH:

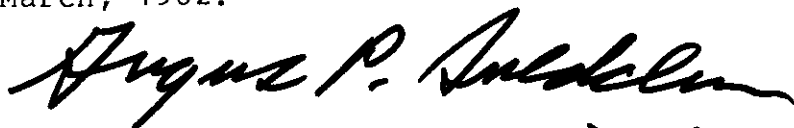
The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the stockholders represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly

called for that purpose, except where the laws of the State of Idaho otherwise provided.

TENTH:

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of March, 1982.



ANGUS P. SNEDDEN, D.M.D. D.M.D.