

IDaho SECRETARY OF STATE  
04/24/2014 05:00 ARTICLES OF INCORPORATION  
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2014 APR 23 PM 2:22  
SECRETARY OF STATE  
STATE OF IDAHO

**CHRISTOPHER W. HAMMERLE, M.D., CHARTERED**

1. **Name.** The name of the corporation is Christopher W. Hammerle, M.D., Chartered.
2. **Incorporator.** The name of the incorporator is Christopher W. Hammerle, M.D.; and the incorporator's address is 425 W. Bannock St., Boise, ID 83702.
3. **Corporate purposes.** The purposes for which this corporation is organized are to conduct the practice of medicine by rendering professional medical services and allied professional services, and to transact any and all other lawful business permitted under the Idaho Professional Service Corporation Act (as now in effect or hereafter amended) including (without limitation) the investment of the corporation's funds in real estate, mortgages, stocks, bonds or any other type of investments and the ownership of real or personal property necessary for the rendering of such professional services and allied professional services. This Article shall not be deemed to authorize the corporation to render any allied professional services if and to the extent that the law of the state of Idaho pertaining to the medical or allied professions or the code of ethics or professional responsibility of any of such professions prohibits such a combination of professional services.
4. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 1000, all of which shall be common voting stock. The corporation may issue its common stock only to natural persons duly licensed or otherwise legally authorized to practice medicine within the state of Idaho.
5. **Voting.** Each outstanding share of corporation's common stock entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
6. **Pre-emptive rights.** Shareholders shall not have pre-emptive rights to acquire the corporation's unissued treasury shares.
7. **Board of Directors.** All corporate powers shall be exercised by or under the authority, and the business and affairs of the corporation managed under the direction, of its board of directors subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors

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shall be one (1); and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Christopher W. Hammerle, M.D.	425 W. Bannock St. Boise, ID 83702

8. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

9. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (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 § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

10. Registered office and agent. The registered office and mailing address of the corporation is 425 W. Bannock St., Boise, ID 83702; and its registered agent at that address is Christopher W. Hammerle, M.D.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 22nd day of April, 2014.

**Christopher W. Hammerle, M.D., Incorporator**