

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

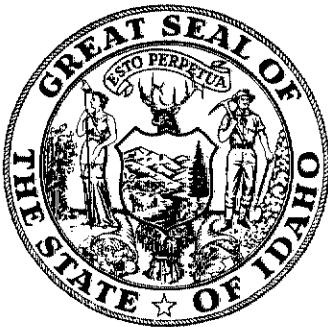
WEST ADA PHYSICAL THERAPY, P.A.

File number C 111371

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 the above named corporation, 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: July 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Seikel*

JUL 14 4 07 PM '95

SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF INCORPORATION OF
WEST ADA PHYSICAL THERAPY, P.A.

This corporation is organized under the provisions of Title 30, Chapter 13, Idaho Code, Idaho Service Corporations Act (the "Act").

IDAHO SECRETARY OF STATE
7/14/95 9:00:00 AM
Cust. Order # 4782
IVC# 5001677 16384
CORPORATION PROFIT

1 @ 100.00 = 100.00

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1. Name: The name of the corporation is West Ada Physical Therapy, P.A.
2. Duration: The corporation shall have perpetual duration and succession in its corporate name.
3. Authorized Stock: The corporation is authorized to issue one class of shares of its capital stock to be designated as common stock. Only persons licensed to practice physical therapy in the State of Idaho shall be eligible to receive shares of the corporation. The total number of shares of common stock which this corporation shall be authorized to issue is 10,000. The par value of each of the shares of common stock shall be \$0.00.
4. Initial Shareholders and Incorporators: The name and address of the incorporator and initial shareholder of the corporation and the number of shares of common stock subscribed to him is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Randy Langley	15620 Chaparral Ave Caldwell, ID 83605	100

5. Corporate Purpose: The corporation is organized to engage in the practice of physical therapy. The corporation shall not do any act which is prohibited to a person licensed to practice physical therapy in the State of Idaho.
6. Power of Corporation: Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Act.
7. Authority to Employ: The corporation is authorized to enter into any agreement of employment for the achievement of some corporate objective, including but not limited to all forms of compensation and for any period of time.

8. **Board of Directors:** There shall be one director constituting the initial Board of Directors, whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Randy Langley	15620 Chaparral Ave Caldwell, ID 83605

9. **Bylaws:** The Board of Directors, by a majority vote, shall have the power to adopt Bylaws, and to repeal and amend Bylaws.

10. **Registered Office and Agent:** The street address of the corporation's initial registered office is 15620 Chaparral Ave, Caldwell, ID 83605, and the name of its initial registered agent at that office is Randy Langley.

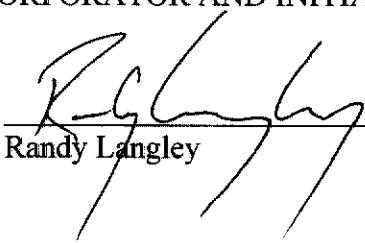
12. **Indemnification:** The corporation shall indemnify any incorporator, director, officer, or former incorporator, director or officer of the corporation against expenses actually or reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation and to make any other indemnification that is authorized by the Bylaws.

13. **Liability:** Directors of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which a director derived an improper personal economic benefit.

14. **Dissolution:** In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to its then-current shareholders of record in proportion to the number of shares held by the shareholders.

In testimony whereof, we have hereunto set our hands this 12th day of July, 1995.

INCORPORATOR AND INITIAL DIRECTOR


Randy Langley