

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

HOWARD L. EARL, D.D.S., CHARTERED

was filed in the office of the Secretary of State on the **27th** day
of **September** A.D., One Thousand Nine Hundred **seventy-one** and
will be
/duly recorded on ~~Film-Microfilm~~ of Record of Domestic Corporations, of the State of
Idaho, and that the said articles contain the statement of facts required by Section 80-103,
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates
and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at

Lewiston, Idaho

in the County of

Nez Perce

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **27th** day of **September**,
A.D., 19**71**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

HOWARD L. EARL, D. D. S., CHARTERED

KNOW ALL MEN BY THESE PRESENTS:

THAT HOWARD L. EARL, a natural person of full age and a citizen of the United States of America, and who is duly licensed to practice dentistry in the State of Idaho pursuant to the provisions of Section 54-901, et seq, Idaho Code, and for the purpose of forming a Professional Service Corporation under and pursuant to the provisions of Title 30, Chapter 13, Idaho Code, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

That the corporate name of this corporation shall be:

HOWARD L. EARL, D. D. S., CHARTERED

ARTICLE II

That the purposes and objects for which said corporation is formed are as follows:

- (a) To engage in the business of rendering dental services and to practice dentistry and to perform all services and acts necessarily related thereto and to render such professional services through the officers, employees and agents of the corporation who are duly licensed or otherwise legally authorized under the laws of the State of Idaho to practice dentistry within the said State of Idaho, all in accordance with the provisions of Section 30-1301, et seq, Idaho Code.
- (b) To construct, acquire, operate, hire, lease, mortgage, sell or otherwise dispose of such real and personal property as may be necessary or convenient for the rendering of the professional services hereinabove enumerated.
- (c) To invest corporate funds in real estate, mortgages, stocks, bonds, personal property, insurance or any other type of investments permitted under the provisions of the Professional Service Corporation Act of the State of Idaho.

- (d) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of the capital stock of this corporation and to redeem the same; provided that the money or property of this Professional Service Corporation shall not be used for purchase or redemption of shares of its own stock when such use would cause an impairment of capital of the said corporation. The Professional Service Corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.
- (e) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services to the corporation as the director or directors of the said corporation may deem fit.
- (f) To borrow money for the purpose of carrying on the business of the corporation and the rendering of the professional services hereinabove enumerated and to issue bonds, notes or debentures or other evidences of any such indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (g) To exercise generally the powers customarily exercised by Professional Service Corporations authorized to render the professional services above enumerated and particularly to exercise those powers provided by the laws of the State of Idaho, referring especially to Section 30-114, Idaho Code, to the extent that such powers provided therein are not inconsistent with the Professional Service Corporation Act of the State of Idaho.

The foregoing clauses, by reason of the specific enumeration of these powers and objects, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes, as above specified, permitted under the Professional Service Corporation Act of the State of Idaho.

ARTICLE III

That this corporation shall have perpetual existence.

ARTICLE IV

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business,

shall be as follows:

622 5th Avenue
Lewiston, Idaho 83501

ARTICLE V

That the capital stock of this corporation shall consist of FIVE THOUSAND (5000) shares of common stock having a par value of TEN DOLLARS (\$10) per share and an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000); each of said shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being common stock; and each share of stock shall be entitled to one (1) vote in all matters wherein the shareholders of this corporation shall be entitled to vote and each share in all respects shall be equal to every other share.

The capital stock of this corporation shall not be issued to anyone other than an individual or individuals who are duly licensed or otherwise legally authorized to render the professional services hereinabove enumerated, that is, to engage in the practice of dentistry in the State of Idaho, and no shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting any other person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in this corporation, except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions of these Articles of Incorporation, 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 of the corporation and at such shareholders meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose unless all shareholders

consent that such stock be voted.

The Board of Directors of the Corporation are hereby specifically authorized to adopt by-laws restraining the alienation of shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

ARTICLE VI

That the name and post office address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Howard L. Earl	1338 - 6th Street, Clarkston, Wash.	1

ARTICLE VII

The right and power to adopt, repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided in Section 30-132(7), Idaho Code.

WITNESS my hand this 23rd day of September, 1971.

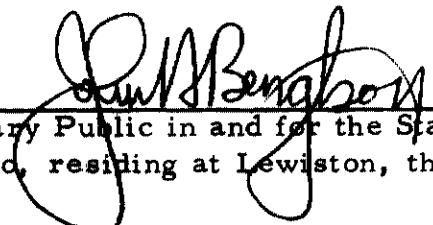


HOWARD L. EARL

STATE OF IDAHO)
) ss
County of Nez Perce)

On this 23rd day of September, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared HOWARD L. EARL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.



Notary Public in and for the State of
Idaho, residing at Lewiston, therein.