

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BOISE SPORTS CHIROPRACTIC CLINIC 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 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: January 2, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Debbie Sammons

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BOISE SPORTS CHIROPRACTIC CLINIC P.A.

DEC 30 3 32 PM '91
SECRETARY OF STATE

ARTICLE I

Name

The name of the corporation is BOISE SPORTS CHIROPRACTIC CLINIC P.A..

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

JAN 2 8 15 AM '92
SECRETARY OF STATE

ARTICLE III

Purpose

The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho ~~Business~~ ^{Professional Service} Corporation Act.
THE PRACTICE OF CHIROPRACTIC.

ARTICLE IV

Capitalization

The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION shares of Common Stock with a par value of ONE DOLLARS (\$1.00) each.

ARTICLE V

Registered Office and Registered Agent

The name of the registered agent of the corporation is:

Kevin G. Hearon

The street address of the Registered Office, which is also the address of the Registered Agent is:

777 North 4th, Boise, ID 83702

The post office box number which may be used in conjunction with the Registered Agent address is:

P.O. Box 1887, Boise, ID 83701-1887

ARTICLE VI

Directors

The number of directors constituting the initial board of directors of the corporation is two. The shareholders shall determine the number of directors thereafter. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and qualify is:

Kevin G. Hearon, 2100 Courtney, Boise, ID 83704

~~Alison S. Hearon, 2100 Courtney, Boise, ID 83704~~

A majority of directors shall constitute a quorum, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VII

Officers

The names and addresses of the persons who are to serve as officers of the corporation and the respective offices in which they are to serve until successors have been elected by the board of directors are:

Kevin G. Hearon President

~~Allison S. Hearon Vice President/Secretary/Treasurer~~

ARTICLE VIII

Distributions from Capital Surplus

The board of directors of the corporation may from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the corporation a portion of its assets in cash or property.

ARTICLE IX

Purchase of Shares by Corporation

The corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore by vote of the board of directors.

ARTICLE X

Indemnification of Officers, Directors

Employees and Agents

The corporation shall indemnify any person who incurs expenses by reason of the fact that he or she acted in good faith as an officer, director, employee or agent of the corporation, and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. The directors shall make the determination in each instance, whether such person acted in good faith.

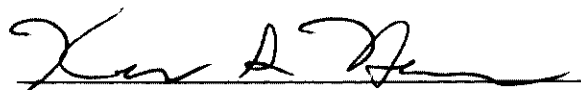
ARTICLE XI

Incorporator

The name and address of the incorporator is:

Kevin G. Hearon, 2100 Courtney, Boise, ID 83704

IN WITNESS WHEREOF the incorporator has executed these Articles of Incorporation in duplicate on January 2, 1992.



Kevin G. Hearon

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Kevin G. Hearon, hereby consent to serve as Registered Agent, in the State of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

Date

Signature of Agent