

**FILED**

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE EYE CENTERS, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLE I

The name of the corporation is ADVANTAGE EYE CENTERS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Idaho Business Corporation Act, Idaho Code §§ 30-1-1 et. seq..

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One-Hundred (100) shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

IDAHO SECRETARY OF STATE

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## ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Idaho Business Corporation Act.

## ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

## ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Jerry Nave  
3028 Escalante Drive  
Idaho Falls, ID 83404

Kelly Nave  
3028 Escalante Drive  
Idaho Falls, ID 83404

## ARTICLE XI

The initial registered agent of the corporation is M. Sean Breen, Esq. The street address of the corporation's initial registered office is 330 Shoup Avenue, Suite 201, Idaho Falls, ID 83405.

## ARTICLE XII

The name and address of the incorporator of the corporation is 3028 Escalante Drive, Idaho Falls, ID 83404.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: August 23, 1999

  
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JERRY NAVE, Incorporator