

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

ELLEN L. HOG, A.S., 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 \_\_\_\_\_

CALEN R. HOGAS, D.D.S., P.A.

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 \_\_\_\_\_, 19<sup>79</sup>.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



FILED

10-26-79

9:00  
am

ARTICLES OF INCORPORATION  
OF  
OF SECRETARY OF  
STATE

GALEN K. HAAS, D.D.S., P.A.

10 OCT 25 AM 8 43

KNOW ALL MEN BY THESE PRESENTS:

That GALEN K. HAAS, 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  
GALEN K. HAAS, D.D.S., P.A.

ARTICLE II.

That this corporation shall have perpetual existence.

ARTICLE III.

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 IV.

That the capital stock of this corporation shall consist of TWENTY FIVE THOUSAND (25,000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share, and an aggregate value of TWENTY FIVE THOUSAND (\$25,000) DOLLARS; each of such shares shall be nonassessable when fully paid for.

That the capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; and each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall in all respects be equal to every other share. Provided, however, that in all elections for Directors of the corporation, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for any persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit; and such directors shall not be elected in any other manner.

The capital stock shall be transferred only in accordance with such rules and regulations as may be established by the By-Laws of the corporation, and all restrictions relative to the transfer of shares of capital stock of the corporation shall be noted on the stock certificates issued by the corporation.

ARTICLE V.

That the address of this corporation's initial registered office shall be as follows: 330 St. John's Way, Lewiston, Idaho 83501.

That the name of this corporation's initial registered agent shall be as follows: Galen K. Haas.

ARTICLE VI.

That the number of directors of this corporation shall be one (1). That the name and address of the person who is to serve as director of this corporation until the first annual meeting of the shareholders or until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Galen K. Haas	826 Warner, Lewiston, Idaho 83501

ARTICLE VII.

That the name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Galen K. Haas	826 Warner, Lewiston, Idaho 83501

ARTICLE VIII.

That the right and power to adopt, alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors of this corporation as provided in Section 30-1-27, Idaho Code.

ARTICLE IX.

That this corporation shall have the right and power to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

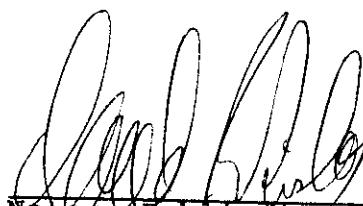
WITNESS my hand this 21 day of October, 1979.

  
GALEN K. HAAS

STATE OF I D A H O )  
County of Nez Perce ) ; ss  
                      )

On this 24th day of October, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared GALEN K. HAAS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.



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