



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DEAN R. ACKLEY, M.D. 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 _____

DEAN R. ACKLEY, M.D. 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 July 21, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

DEAN R. ACKLEY, M.D. P.A.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned, being a natural person of full age and a citizen of the United States of America and being a duly licensed physician and psychiatrist, qualified to practice medicine, pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act, and other laws in the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be DEAN R. ACKLEY, M.D. P.A..

ARTICLE II

The purposes for which said corporation is formed are:

- A. To carry on the practice of medicine, with a specialty in psychiatry, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine.
- B. To own and operate laboratories, pharmacies, clinics and offices, and all types of equipment, supplies, and materials used in or incidental to the practice of medicine and the practice of psychiatry.
- C. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments.
- D. In connection with the conduct of the business of the corporation, to acquire by purchase or lease, or otherwise, land, or interest in land, and to hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with

their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or herein-after erected on any land so owned, held, or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures, and any suite, rooms, or parts of any buildings or other structures, at anytime owned or held by the corporation.

E. In connection with the conduct of the business of the corporation to receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real or personal property; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchises, real or personal property of the corporation other than it's franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities, and debentures, and other evidences of indebtedness of other corporations domestic or foreign.

F. To enter into contracts or obligations of any type or kind, essential, necessary or proper to the transaction of it's ordinary affairs or for the purposes of the corporation.

G. To appoint agents, sub-agents, and to enter into all necessary contracts with agents and sub-agents.

H. To acquire by purchase or otherwise, and hold, sell, convey, encumber, or transfer all kinds of real and personal property of every kind and description, required in connection with the conduct of the business of the corporation.

I. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds,

debentures, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

J. To purchase insofar as the same may be done without impairing the capital of the corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of it's own capital stock; but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

K. To have, exercise, and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapters 1 and 13, of Title 30, of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforementioned objects and purposes.

L. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or to restrict in any manner the general powers of the corporation; provided however that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which professional corporations formed under the laws of the State of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II, of these Articles of Incorporation shall, except as otherwise provided, in nowise

be limited or restricted by reference or inference, from the terms of any other clause or paragraph of this article contained, or of any other provision of these Articles of Incorporation.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the corporation's registered office shall be: 1775 17th Street, P. O. Box 1871, Idaho Falls, County of Bonneville, State of Idaho.

ARTICLE V

The capital stock of the corporation shall be 100 shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE VI

The name and post office address of the incorporator is as follows:

Dean R. Ackley, M.D.
P. O. Box 1871
Idaho Falls, Idaho 83401

ARTICLE VII

The Board of Directors shall consist of one director, but during his term of office or thereafter, the number of directors may be increased or decreased from time to time, in the manner provided by the By-laws; provided, however, that the number of directors constituting the Board shall not be less than one nor more than twelve. Notwithstanding anything to the contrary, in the event all of the shares of stock of the corporation are owned beneficially and of record by less than one person, unless otherwise directed by resolution of the Board of Directors, the Board of Directors of the corporation shall consist of the number of persons which is equal to the numbers of the shareholders of the corporation.

ARTICLE VIII

The Board of Directors by a majority of vote shall have the

power to repeal and amend the By-laws and to adopt new By-laws.


ARTICLE IX

No contract nor other transaction between the corporation and any other corporation whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested. However, the other corporation referred to hereinabove may not be another professional association under the provisions of Chapter 13, Title 30, of the Idaho Code, since a director or officer of this corporation is precluded from being a director or officer of another professional corporation.

ARTICLE X

This corporation is organized and the charter issued pursuant to the Professional Service Corporation Act, Chapter 13, Title 30 of the Idaho Code, and is subject to all requirements of law relevant thereto in this state, the contents of these Articles notwithstanding.

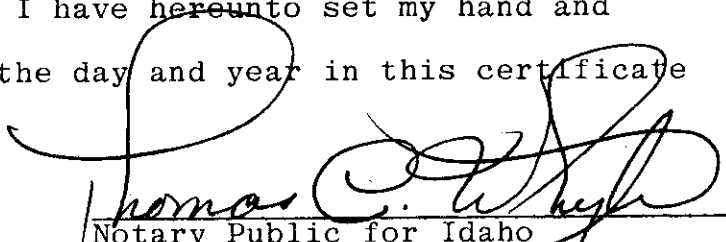
IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 10th day of July, 1980.

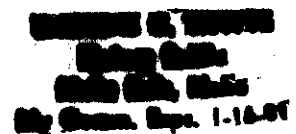

DEAN R. ACKLEY, M.D.

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 10th day of July, 1980, before me, the
undersigned Notary Public in and for said state, personally
appeared DEAN R. ACKLEY, M.D., 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, the day and year in this certificate
first above written.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires:


My Comm. Exp. 1-18-81