

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
EMERGENCY MEDICINE OF IDAHO, P.A.**

02 FEB 24 PM 4:08

STATE OF IDAHO

Pursuant to the provisions of the Idaho Professional Service Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Emergency Medicine of Idaho, P.A. ("Corporation").

**ARTICLE II  
AMENDMENTS ADOPTED**

The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Idaho Business Corporation Act:

**RESOLVED** that **ARTICLE 9** of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

**RESOLVED** that a new **ARTICLE 9** be added to the Articles of Incorporation of the Corporation and shall read in its entirety as follows:

**ARTICLE 9**

ARTICLES OF AMENDMENT - 1  
February 17, 2003

IDAHO SECRETARY OF STATE  
02/25/2003 05:00  
CK: 12238 CT: 165016 BH: 664841  
1 @ 30.00 = 30.00 AMEND PROF # 2

C 144368

### **STAGGARD TERMS OF DIRECTORS**

*The Directors shall be divided into three (3) classes with each class as nearly equal in number as possible. The terms of Directors in the first class shall expire at the first annual shareholders' meeting after their election, the terms of the Directors in the second class shall expire at the second annual shareholders' meeting after their election, and the terms of the Directors in the third class shall expire at the third annual shareholders' meeting after their election. At each annual shareholders' meeting held thereafter, Directors shall be chosen for a term of three (3) years to succeed those Directors whose terms expire.*

**RESOLVED** that **ARTICLE 10** of the Articles of Incorporation of the Corporation be renumbered as **ARTICLE 11**.

**RESOLVED** that **ARTICLE 11** of the Articles of Incorporation of the Corporation be renumbered as **ARTICLE 12**.

**RESOLVED** that a new **ARTICLE 10** be added to the Articles of Incorporation of the Corporation and shall read in its entirety as follows:

#### **ARTICLE 10 CUMULATIVE VOTING OF DIRECTORS**

*In all elections for Directors, each Shareholder shall have a number of votes equal to the number of shares held by the Shareholder, multiplied by the number of Directors to be elected. Such number of votes may be distributed equally or unequally among the candidates, or may be cumulatively voted for one candidate.*

#### **ARTICLE III DATE OF MEETING FOR ADOPTION**

The date of the meeting of Shareholders at which the amendments were adopted was February 5, 2003.

**ARTICLE IV**  
**NUMBER OF SHARES OUTSTANDING AND**  
**NUMBER OF SHARES ENTITLED TO VOTE**

The number of shares outstanding and the number of shares entitled to vote on the amendments is as follows:

OUTSTANDING SHARES

13,000

SHARES ENTITLED TO VOTE

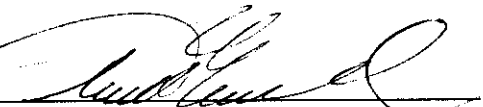
13,000

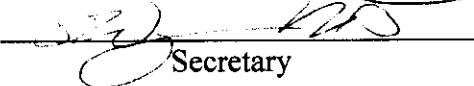
**ARTICLE IV**  
**VOTE ON AMENDMENTS**

The number of Shares voting for the amendments was 9,000, the number of Shares voting against the amendments was 2,000, and the number of Shares absent was 2,000. The amendments were adopted by a majority of the votes which Shareholders present at the meeting in person or by proxy were entitled to cast.

EMERGENCY MEDICINE OF IDAHO, P.A.

Dated: February 5, 2003

By:   
President

By:   
Secretary