

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE IDAHO ORTHOTIC AND PROSTHETIC ASSOCIATION, INC.

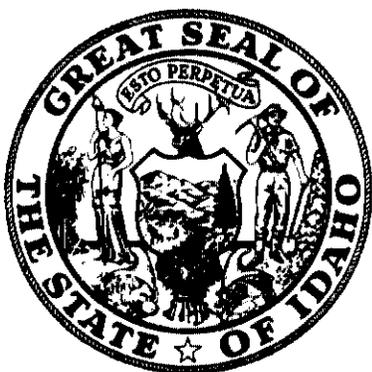
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE IDAHO ORTHOTIC AND PROSTHETIC ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 April 29, 1991.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

ARTICLES OF INCORPORATION

OF

THE IDAHO ORTHOTIC AND PROSTHETIC ASSOCIATION, INC.

I (We), the undersigned, being at least 21 years of age, acting as incorporator(s) of a corporation under the laws of the State of Idaho, do(es) hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be the Idaho Orthotic and Prosthetic Association, (hereinafter referred to as the Association).
Inc.

ARTICLE II

This Association is not organized for profit and is not to have authority to issue capital stock.

Conditions of membership, the determination of dues and other regulations governing this Association, and its members and officers shall be fixed in the bylaws of this Association.

ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

The objects and purposes of the Association to be transacted, promoted, and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might of could do, viz:

To promote high levels of orthotic/prosthetic patient care services to the orthopedically handicapped.

To promote the dissemination and exchange of scientific and technical information which will enable members of the Association to serve their patients, to advance orthotic/prosthetic technology in the State of Idaho, and to enhance the standing of its members in the health care community and with the public at large.

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To consider and deal with those common intraprofessional problems of its members, including but not limited to, their business relationships with one another, their relationships with allied health care practitioners, and their interactions with other groups which seek to promote their common welfare and their ability to provide acceptable levels of patient service.

To do anything necessary and proper for the accomplishment of any objects herein set forth or which are recognized as appropriate activities for professional associations, all of which shall be consistent with the public interest and that of the orthotic/prosthetic professions.

To acquire by purchase, lease, or otherwise, real property within or without the State of Idaho; to purchase or otherwise acquire and to hold, own, mortgage, or otherwise lien, pledge, assign, lease, sell, exchange, transfer, or in any manner dispose of; and to invest, deal, and trade in and with goods, wares, merchandise, and personal property of any kind, class, or description within or without the State of Idaho.

To enter into, make, and perform contracts of every kind for any lawful purpose.

To borrow money for any of the purposes of the Association and to draw, make, accept, endorse, discount, execute, pledge, or otherwise dispose of promissory notes, bills of exchange, and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness.

To have one or more offices, to conduct any or all of its operations and businesses, and to promote its objects within or without the State of Idaho without restriction as to place or amount.

To do any or all of the things herein set forth as principal, agent, or otherwise alone or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate or incorporation.

The foregoing shall be constructed both as object and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Association by the laws of the State of Idaho.

ARTICLE V

The initial registered office of the Association within the State of Idaho and the name of the agent authorized to receive process on behalf of the Association shall be Gretchen E. Hecht, C.O., at 509 W. Hays Street, Boise, Idaho, 83702.

ARTICLE VI

The name and address of each of the incorporators are as follows:

John Hull
676 Shoup Ave. West, #8
Twin Falls, ID 83301

Philip Kormylo
701 N. Curtis Rd., Ste. 204
Boise, ID 83706

Gretchen Hecht
509 W. Hays
Boise, ID 83702

ARTICLE VII

The private property of its members shall not be subject to the payment or corporate debts to any extent whatever.

ARTICLE VIII

The property of business of this Association shall be managed by a board of directors consisting of its officers, namely a Treasurer, and the holders of such other and further offices as may be established by the majority vote of the voting members in the time, place, and manner established in the bylaws of the Association. Vacancies on the Board of Directors created other than by the expiration of the term of a Director shall be filled by the Board of Directors.

A majority of the Board shall constitute a quorum for all purposes.

Meetings of the Board shall be held in such manner and at such times as provided in the bylaws of the Association.

The Board of Directors shall have control and management of the affairs of the Association with authority to do everything necessary and desirable in the conduct of the business of the Association and in accordance with the usual and ordinary powers of a Board of Directors as established by law.

The number of directors constituting the initial Board of Directors is five (5), and the names and address of the persons who are to serve as directors until the first annual meeting of its membership or until their successors are elected and qualify are:

John Hull
676 Shoup Ave. West, #8
Twin Falls, ID 83301

Philip Kormylo
701 N. Curtis Rd., Ste. 204
Boise, ID 83706

Gretchen Hecht
509 W. Hays
Boise, ID 83702

H. Dean Jones
122 No. Fifth
Boise, ID 83702

Charles McKee
1115 Main St.
Lewiston, ID 83501

ARTICLE IX

This Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

ARTICLE X

If the bylaws so provide, the members and officers shall have the power to hold their meetings outside the State of Idaho at such places as may from time to time be designated in the Idaho bylaws or by resolution of the Board of Directors.

