

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ASSOCIATED WESTSIDE OPTOMETRIC CLINIC, P.A.

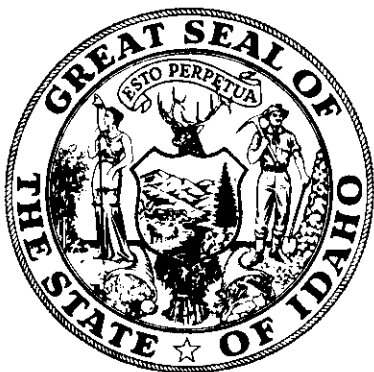
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASSOCIATED WESTSIDE OPTOMETRIC CLINIC, 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 **August 18**, 19 **80**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ORIGINAL

RECEIVED
'00 AUG 18 AM 10 41

ARTICLES OF INCORPORATION

SECRETARY OF
STATE

1. The name of the corporation is Associated Westside Optometric Clinic, P.A.
2. The period of its duration is perpetual.
3. Its purpose is to engage in the practice of optometry and all activities that are necessary, suitable or convenient to the practice of optometry.
4. It shall have authority to issue 1,000 shares, all in one class, one dollar par value.
5. The address of its initial registered office is 683 North Capital, Idaho Falls, Idaho. The name of its initial registered agent at such address is Winston V. Beard.
6. The number of directors constituting its initial board of directors is two, whose names and addresses are:

Douglas J. Hilborn
1991 West Broadway
Idaho Falls, ID 83401

Carol K. Hilborn
1991 West Broadway
Idaho Falls, ID 83401

7. The name and address of each incorporator is:

Douglas J. Hilborn
1991 West Broadway
Idaho Falls, ID 83401

Carol K. Hilborn
1991 West Broadway
Idaho Falls, ID 83401

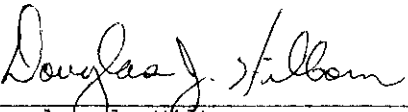
8. The following provisions shall govern the shares and shareholders of the corporation:
 - A. An individual can become a shareholder only if he or she is licensed to practice optometry in the State of Idaho, is actively practicing optometry in the State of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.

- B. The voting rights associated with each share may not be voted by agreement or any other type of arrangement vesting another person with authority to exercise the voting power of any or all of his or her shares.
 - C. If any shareholder (1) becomes legally disqualified to render optometric services within the State of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of optometric services, (3) dies, (4) is adjudicated incompetent, (5) retires or (6) is no longer employed by the corporation for any reason, the shares owned by that shareholder shall cease to have voting or dividend rights.
 - D. No shareholder may sell or transfer his shares except to the corporation or another individual who is eligible to be a shareholder of this corporation. A sale or transfer may be made only after it has been approved by a majority vote at a shareholder's meeting specially called for that purpose. If the corporation has previously passed a by-law, adopted a resolution, or approved an agreement governing the sale or transfer of shares, it must approve any sale or transfer made in conformity with such by-law, resolution or agreement. At the shareholder's meeting, the shares of stock held by the shareholder proposing the sale or transfer of his shares may not be voted or counted for any purpose, unless all shareholders consent to the voting of his stock.
 - E. The board of directors may adopt by-laws governing the redemption of any shares having restricted rights by reason of paragraph 4C. The board of directors may also by resolution approve shareholder cross purchase agreements. The corporation may enter into share redemption agreements with the shareholders. If no such by-laws, resolutions or agreements are in effect, and if rights become restricted under paragraph 4C, the corporation may redeem the shares at the value the board, after having received competent disinterested advice, determines to be their fair market value.
9. The following provisions are for the regulation of the internal affairs of the corporation:
- A. All shareholders shall be eligible to serve as directors of the corporation. Except, in the event of two consecutive tie votes on any issue the then board of directors shall be dissolved and all of the shareholders except the shareholder who has had shares in the corporation the least length of time, or, if one or more directors has held shares an equal length of time, the one of those shareholders who has been licensed to practice optometry in the State of Idaho the least amount of time shall

not be eligible to be a director until the next annual meeting. In that event all other previous directors shall be deemed automatically elected to the board of directors.

B. A director must also be a shareholder.

Dated this 14 day of August, 1980



Douglas J. Hilborn



Carol K. Hilborn