

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

THOMAS COX, D.D.S., P.A.  
File number C 117989

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 above named corporation, 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: January 23, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

THOMAS COX, D.D.S., P.A.

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IDAHO SECRETARY OF STATE  
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The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation, to-wit:

ARTICLE ONE

The name of the corporation is Thomas Cox, D.D.S., P.A.

ARTICLE TWO

The duration of this corporation is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is for the rendering of professional dentistry services.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is five hundred (500) shares, having a par value of One Dollar (\$1.00) per share. Said shares shall not be issued until they are fully paid for and, once issued, are non-assessable.

ARTICLE FIVE

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to the extent such provision is permitted, and the

shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

#### ARTICLE SIX

The number of directors of this corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is one (1), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

- (a) Thomas U. Cox  
1212 N. Cole Rd..  
Boise, ID 83704

#### ARTICLE SEVEN

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) per cent of all shares entitled to vote at such a meeting.

#### ARTICLE EIGHT

The preemptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.

## ARTICLE NINE

The address of the initial registered office of the corporation is 1212 N. Cole Rd., Boise, Idaho, 83704, and the name of the initial registered agent at such address is Thomas U. Cox.

## ARTICLE TEN

The name and address of the incorporator of this corporation is as follows:  
Thomas A. Donovan, P. O. Box 2338, Boise, ID 83701-2338.


Dated this 23<sup>rd</sup> day of January, 1997.

  
Thomas A. Donovan, Incorporator

STATE OF IDAHO            )  
                                      ) ss.  
County of Ada             )

On this 23<sup>rd</sup> day of January, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas A. Donovan, known to me to be the person who executed the within and foregoing 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 first above written.

  
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Notary Public for Idaho  
Residence: Boise, Idaho  
Commission Expires: 03-13-03