

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

DR. COPPLE-DR. PECORA, P. A.

was filed in the office of the Secretary of State on the twenty-seventh day of October A.D., One Thousand Nine Hundred seventy and will be duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence, from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 27th day of October, A.D., 1970.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
DR. COPPLE-DR. PECORA, P. A.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, DR. B. I. COPPLE and DR. MICHAEL S. PECORA, each being a natural person of full age, citizens of the State of Idaho, and the United States of America, duly licensed doctors of medicine and qualified to practice medicine and surgery pursuant to the laws of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a professional corporation under the Professional Service Corporation Act of the State of Idaho, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is "DR. COPPLE-DR. PECORA, P. A."

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location and address of the registered office of this corporation shall be 403 W. Fort Street, Boise, Ada County, Idaho, until the directors designate a different registered office and post office address.

ARTICLE IV

The purposes for which this corporation is formed are:

(a) To engage in every phase and aspect of and conduct the professional practice of medicine, rendering the same professional services to the public that a doctor of medicine duly licensed under the laws of the State of Idaho is authorized to render. Such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this state.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own any and all real and personal property necessary to or convenient for the rendering of the professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes of this corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects of this corporation and to have and exercise all of the powers conferred upon corporations by the Professional Service Corporation Act of the State of Idaho.

(d) This corporation shall have the power at its option to purchase and acquire the shares owned and held by any shareholder who dies, withdraws, or for any reason ceases to be a stockholder, in accordance with the by-laws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.

(e) This corporation shall have the power to enter into for the benefit of its officers and employees such pension, profit sharing or other retirement or incentive compensation plans as the directors shall authorize.

#### ARTICLE V

The capital stock of this corporation shall be \$25,000.00 divided into 2,500 shares of the par value of \$10.00 per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice pediatric medicine within the State of Idaho.

#### ARTICLE VI

The shareholders of this corporation shall have the power to include in the by-laws restrictive provisions regarding the alienation of shares and provide for purchase or redemption by the corporation of its shares. The manner and form, as well as relevant terms, conditions and details hereof shall be determined by the shareholders of this corporation.

## ARTICLE VII

All of the powers of this corporation are hereby conferred upon the Board of Directors which shall consist of at least the minimum number required by law, the number to be designated by the By-laws consistent with this Article.

## ARTICLE VIII

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the By-laws of this corporation.

- (a) President
- (b) Vice-president
- (c) Secretary
- (d) Treasurer

The office of Secretary and Treasurer may be combined in one person. Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the By-laws.

## ARTICLE IX

The amount of capital stock actually subscribed is two shares, which have been subscribed at their par value, and the following are the names and residences of each of the incorporators by whom said stock has been subscribed:

| <u>NAME</u>           | <u>Address</u>                    | <u>No.<br/>Shares</u> | <u>Amount</u> |
|-----------------------|-----------------------------------|-----------------------|---------------|
| Dr. B. I. Copple      | 1920 Manitou Ave.<br>Boise, Idaho | 1                     | \$10.00       |
| Dr. Michael S. Pecora | 2901 Tartan Place<br>Boise, Idaho | 1                     | \$10.00       |

## ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices therein subject to the laws of such jurisdiction.

We, the undersigned, do hereby adopt and file these Articles of Incorporation in accordance with the Professional Service Corporation Act of the State of Idaho, and do hereby certify that the facts therein set forth are true and do respectively each agree to take the number of shares of stock hereinabove set forth opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals to these Articles of Incorporation which were  
executed in triplicate this 27 day of October, 1970.

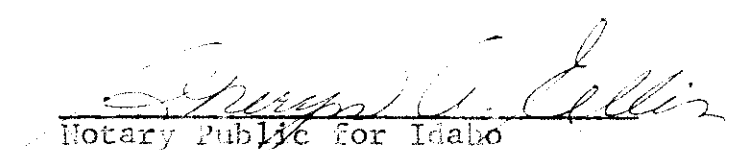
  
Dr. B. E. Copple

  
Mr. Michael S. Pecora

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this 27 day of October, 1970, before me, the undersigned, a notary public in and for said State, personally appeared DR. B. I. COPPLE and DR. MICHAEL S. PECORA, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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 Boise, Idaho