

State of Idaho

Department of State

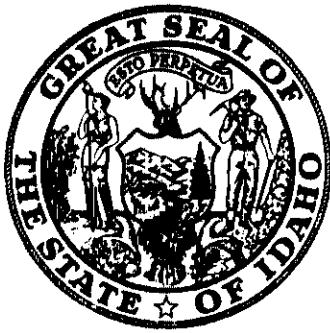
CERTIFICATE OF INCORPORATION OF

COOPERATIVE MANAGED CARE, 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 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: March 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Dikel*

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ARTICLES OF INCORPORATION
OF RECEIVED
COOPERATIVE MANAGED CARE, INC. STATE
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STATE OF IDAHO
The undersigned, acting as incorporator of a corporation under
the Idaho Business Corporation Act, adopt the following Articles
of Incorporation.

FIRST

The name of the corporation is COOPERATIVE MANAGED CARE, INC.

SECOND

The corporation is a perpetual entity.

THIRD

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is 100,000 shares of common stock, all of one class, at par value of \$1.00 each.

FIFTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number three (3). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall not have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the

shareholders, 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 or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, 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 ten percent (10%) of all the shares entitled to vote at such meeting.

SIXTH

The location and post office address of the initial registered office of the corporation is 3663 W. Wright, Boise, Idaho, and the name of the initial registered agent of the corporation who may be found at that address is Gary Dawson.

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

<u>Name</u>	<u>Address</u>
Gary Dawson	3663 W. Wright Boise, ID 83705
T.E. O'Canna	3036 Levante Street Carlsbad, CA 92009
Barbara Dawson	12024 W. Longfellow Drive Boise, ID 83709

EIGHTH

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gary Dawson	3663 W. Wright Boise, ID 83705

IN WITNESS WHEREOF, I have hereunto set my hand on the 23rd day of March, 1994.



Gary Dawson