

CERTIFICATE OF INCORPORATION  
OF

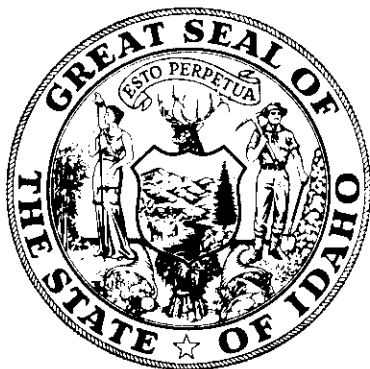
MAX W. BOYCE, D.D.S FAMILY DENTISTRY -- PROFESSIONAL ASSOCIATION

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 MAX W. BOYCE,  
D.D.S FAMILY DENTISTRY -- PROFESSIONAL ASSOCIATION

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: ~~Mar~~ March 22, 1982.



SECRETARY OF STATE

by: Muriel E. Artich

## ARTICLES OF INCORPORATION--PROFESSIONAL CORPORATION

1. The name of the corporation is Max W. Boyce, D.D.S. Family Dentistry -- Professional Association.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of dentistry and all activities necessary, suitable or convenient to the practice of dentistry.
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 N. 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 one, whose name and address is:  

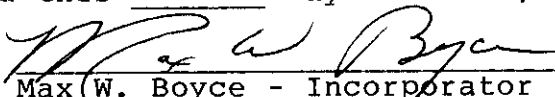
Max W. Boyce                      333 S. Woodruff, Idaho Falls, Idaho
7. The name and address of each incorporator is:  

Max W. Boyce                      333 S. Woodruff, Idaho Falls, Idaho
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 dentistry in the State of Idaho, is actively practicing dentistry 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 of his or her shares.
  - C. If any shareholder (1) becomes legally disqualified to practice dentistry within the State of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued practice of dentistry, (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 8C. 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 8C, the corporation may redeem the shares at the value the board, after having received competent disinterested advise, 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 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 dentistry 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 considered automatically elected to the board of directors.

Dated this \_\_\_\_\_ day of March, 1982

  
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Max (W. Boyce - Incorporator