

## 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

**PALRANG & HAENSKI, P.A.**

was filed in the office of the Secretary of State on **June 13th**, 19 **78**  
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  
in the county of

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 **13th**  
day of **June**, A.D., 19 **78**.

**Pete T. Cenarrusa**

Secretary of State

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Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
PALRANG & HAENSLI, P.A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, and physicians duly licensed to render services as such under the laws of the State of Idaho, have this day voluntarily associated ourselves for the purpose of forming a corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

I.

That the name of this Corporation shall be "PALRANG & HAENSLI, P.A.".

II.

That the initial post office address of the principal office of the Corporation in the State of Idaho is hereby designated as 404 East Elm Street, City of Caldwell, County of Canyon, State of Idaho.

III.

That the general nature of the business to be transacted by the Corporation is:

A. To render medical services; to engage in the practice of medicine; to engage in the business of medicine, and to perform and engage in any other service ancillary to the business of medicine.

B. To engage in every phase and aspect of the business of rendering the same professional services to the public that a

physician, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice medicine therein.

C. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

D. To purchase, receive, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

E. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred to, and all laws amendatory thereof and supplemental thereto, and by the provisions of Chapter 282, commencing on page 725, Session Laws of Idaho, 1963, known as the "Idaho Professional Service Corporation Act", it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this Corporation.

IV.

The business of the Corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of two (2) members; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be two (2).

V.

The name and street address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Professional License Number</u>
Arthur M. Palrang, M.D.	404 East Elm Street Caldwell, Idaho 83605	M-2672
Richard A. Haensli, M.D.	404 East Elm Street Caldwell, Idaho 83605	M-3114

VI.

That the term of the existence of this Corporation shall be perpetual.

VII.

The maximum number of shares of stock which the Corporation shall have authority to issue at any one time shall be five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share for a total capitalization of Five Thousand Dollars (\$5,000.00). None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Idaho. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

VIII.

The names and addresses of each person signing the Articles of Incorporation as a subscriber and incorporator, each of whom is a physician, duly licensed under the laws of the State of Idaho to render services as such, the number of shares of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Arthur M. Palrang, M.D.	404 East Elm Street Caldwell, Idaho 83605	1,000
Richard A. Haensli, M.D.	404 East Elm Street Caldwell, Idaho 83605	1,000

IX.

No Stockholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

X.

At all elections of directors of the Corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XI.

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly,

may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

XII.

Any director of the Corporation may be removed at any annual or special meeting of the Stockholders.

XIII.

The Stockholders of the Corporation shall have the power to include in the By-Laws or a Buy and Sell Agreement adopted by a two-thirds majority of the Stockholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a

Stockholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholders' meeting specially called for such purpose. If any Stockholder becomes legally disqualified to practice medicine in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders.

#### XIV.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. To deny to the holders of the common stock of the Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of the Corporation, and no Stockholder shall have any pre-emptive right to subscribe to any such stock.

C. At its option, to purchase and acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation

is not impaired.

D. At its option, to purchase and acquire the stock owned and held by any Stockholder who dies, in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

E. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

XV.

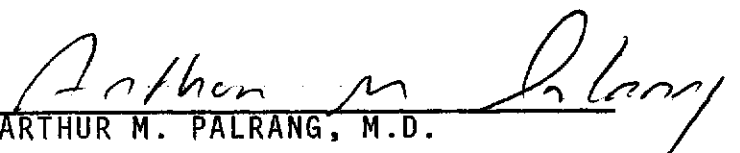
The private property of the Stockholders of the Corporation shall not be subject to any payment of corporate debts to any extent whatever.

XVI.

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We, the subscribers, have executed these Articles of Incorporation this 31st day of May, 1978.



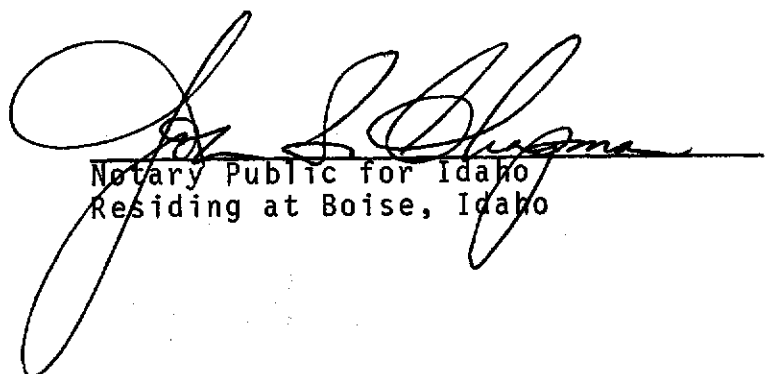
  
ARTHUR M. PALRANG, M.D.

  
RICHARD A. HAENSLI, M.D.

STATE OF IDAHO                    }  
County of Ada                    } ss.

On this 31<sup>st</sup> day of May, 1978, before me, a Notary Public in and for said State, personally appeared ARTHUR M. PALRANG, M.D. and RICHARD A. HAENSLI, M.D., 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