

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION

OF

2006 JUN 12 AM 10:07

LEWIS CLARK ONCOLOGY HEMATOLOGY P.C.  
STATE OF IDAHO

We, the undersigned, to form a corporation under the Idaho Professional Services Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is a LEWIS CLARK ONCOLOGY HEMATOLOGY P.C.

II

The period of its duration is perpetual.

III

This corporation is organized for the practice of the profession of medicine in the field of oncology hematology.

IV

The aggregate number of shares which the corporation shall have the authority to issue is Ten Thousand (10,000) shares of common stock, having no par value per share. Each of such shares shall be non-assessable upon receipt of full payment therefor. The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock.

Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share. There shall be no cumulative voting allowed by the shareholders on any issues that may become before it.

The capital stock shall be transferred in accordance with such rules and regulations as may be established by the Bylaws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

0167358  
IDAHO SECRETARY OF STATE  
06/12/2006 05:00  
CK: 6802 CT: 25571 RM: 959522  
1 P 100 SH = 100 SH CORP # 2  
Charles A. Brown, Esq.  
P.O. Box 1225324, Mailer  
Lewiston, Idaho 83501  
208-746-9947/208-746-5886 (fax)

No stock in this corporation may be issued to or owned by any person who is or becomes ineligible for any reason to render the professional services for which this corporation is formed.

V

The address of the initial registered office of the corporation and registered agent at such address is:

REGISTERED AGENT	ADDRESS
Charles A. Brown	324 Main Street Lewiston, Idaho 83501

VI

The names and post office addresses of the incorporators hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATORS	ADDRESS
Michael T. Rooney, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Sushma Pant, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Gerardo Midence, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Katrina Rolen, M.D.	428 Sixth Avenue Lewiston, Idaho 83501

BOARD OF DIRECTORS	ADDRESS
Michael T. Rooney, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Sushma Pant, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Gerardo Midence, M.D.	428 Sixth Avenue Lewiston, Idaho 83501
Katrina Rolen, M.D.	428 Sixth Avenue Lewiston, Idaho 83501

## VII

A director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer to the maximum extent permitted by Idaho statute, provided that such personal liability shall not be limited for any of the following acts:

- a) For any breach of the director's or officer's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- c) For those acts more particularly set forth in Idaho Code section 30-1-851(4).
- d) For any transaction from which the director or officer derived an improper personal benefit.

Nothing contained in these articles shall be interpreted to abolish, repeal, modify, restrict or limit the law of the State of Idaho applicable to the professional relationship and obligations between the person furnishing professional services and the person receiving such services. However, it is the intent of the incorporators to limit personal liability for shareholders, officers, and employees to the maximum extent allowed by law from time to time.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

DATED on this 8<sup>th</sup> day of <sup>June</sup>~~May~~, 2006.

Michael T. Rooney, M.D.  
Michael T. Rooney, M.D., Incorporator

Sushma Pant, M.D.  
Sushma Pant, M.D., Incorporator

Gerardo Midence  
Gerardo Midence, M.D., Incorporator

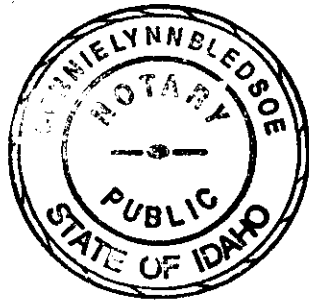
Katrina Rolon  
Katrina Rolon, M.D., Incorporator

STATE OF IDAHO                    )  
  : ss.  
County of Nez Perce            )

On this 8<sup>th</sup> day of ~~May~~ June, 2006 before me, Connie Lynn Bledsoe, a notary public, personally appeared, SUSHMA PANT, M.D., known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the day and year first above written.

(NOTARY SEAL)



Connie Lynn Bledsoe  
Notary Public for Idaho  
Residing at Orofino  
My commission expires on October 22, 2011