

FILED EFFECTIVE

Restated Articles of Incorporation

of

Wilson R. Armstrong, DDS, P.A.
(to be known hereafter as Damon T Armstrong DDS PC)

2006 FEB -1 AM 8:40

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being both of the only two shareholders, both of the only two members of the Board of Directors, and the President and Secretary (respectively) of Wilson R. Armstrong, DDS, P.A., an Idaho corporation, hereby amend by restating in their entirety the Articles of Incorporation dated June 12, 1995 and which were filed with the Idaho Secretary of State's Office on June 23, 1995 in its File number C 111128 (and which issued a Certificate of Incorporation on June 26, 1995)—the Corporation.

ARTICLE I. **Name.** The name of the Corporation shall henceforth be *Damon T Armstrong DDS PC*.

ARTICLE II. **Authorized Shares.** The aggregate number of shares the Corporation is authorized to issue is 50,000, all of which are voting stock.

ARTICLE III. **Registered Agent and Office.** The name and the address of the Corporation's registered agent and office, respectively and until changed in the future, are—

Damon T Armstrong DDS
718 W Bridge, Blackfoot, Idaho 83221.

ARTICLE IV. **Incorporator.** The name and address of the incorporator are—

Wilson R Armstrong DDS
718 W Bridge, Blackfoot, Idaho 83221.

The incorporator served as and acted in lieu of a board of directors for the Corporation, with all authority, power, and obligation of such board of directors (including the authority to conduct an organizational meeting, elect officers and adopt bylaws) until the initial members of the board of directors were properly elected and seated.

ARTICLE V. **Voting of Shares.**

- (a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
- (b) The Corporation is not entitled to vote treasury shares. The shares of the Corporation are not entitled to be voted if they are owned, directly or indirectly, by a second corporation, domestic or foreign, if this Corporation owns, directly

IDAHO SECRETARY OF STATE
02/01/2006 05:00
CK: 1342 CT: 109270 BH: 935317
1 @ 30.00 = 30.00 AMEND PROF # 2

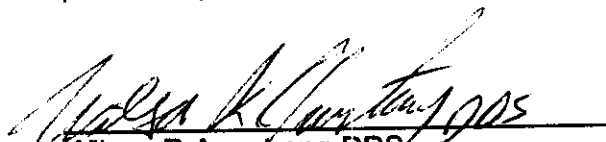
C111128

or indirectly, a majority of shares entitled to vote for directors of the second corporation.

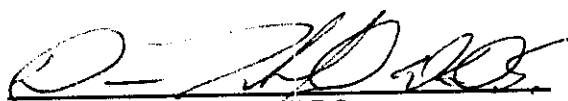
- (c) Section (b) of this Article does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
- (d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VI. **Preemptive Rights.** The shareholders have preemptive rights to and against the issuance by the Corporation of additional shares of stock.

ARTICLE VII. **No Board of Directors.** Pursuant to *Idaho Code* § 30-1-801(a) and § 30-1-732(1)(a), and by virtue of a shareholders agreement made pursuant thereto and of even date herewith, the Corporation shall henceforth have no directors nor board of directors. The shareholders, as a body, shall have, with respect to the Corporation, the powers and duties otherwise conferred upon a board of directors by the Idaho Business Corporations Act, provided that they have transferred or may transfer, by agreement made pursuant to *Idaho Code* § 30-1-732(1)(f), any or all such powers and duties to any person or persons (including shareholders).


Wilson R Armstrong DDS
Shareholder/Director/President

Dated: 19 Dec 05


Damon T Armstrong DDS
Shareholder/Director/Secretary

Dated: 14 Dec 05

Corp58/JGS/0519-000