

ARTICLES OF INCORPORATION

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IDAHO SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as incorporators of a corporation, pursuant to the Professional Service Corporation Act of the State of Idaho, Idaho Code Title 30, Chapter 13, do hereby certify as follows:

**FIRST:
CORPORATE NAME**

The name of the Corporation is Sunnyside Foot and Ankle, P.A.

**SECOND:
PERIOD OF DURATION**

The period of its duration is perpetual.

**THIRD:
PURPOSE OF CORPORATION**

The purpose or purposes for which the corporation is organized are, without limitation of the powers granted by the laws of the State of Idaho, as follows:

- a. To practice and engage in the practice of podiatry; as defined by the Idaho Board of Podiatry Licensing; to own and operate a general podiatry practice; and to do such other things as are incidental, proper, or necessary in the operation of said practice.
- b. To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above stated purposes, or which are incidental thereto or connected therewith.
- c. The practice of podiatry shall be carried on only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render professional podiatry services within the State of Idaho, together with assistance from assistants, and other such persons as are trained to assist one who is licensed to practice podiatry.

**FOURTH:
CORPORATE POWERS**

The Corporation shall not engage in any business other than the rendering of podiatry services. Pursuant to the general purpose of the Corporation, the Corporation is hereby authorized and empowered to do any act or to carry on business in the State of Idaho

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authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the Corporation, including, but not limited to:

a. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other Corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

b. To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of its business herein enumerated.

c. To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, and processes related to the rendering of professional podiatry services and corporate purposes and any improvements and modifications thereof.

d. To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, licenses, protections, concessions, trademarks, trade symbols, trade names, or other indications or origin or ownership granted by or recognized under the laws of the United States, which may appear likely to be advantageous, useful, and related to the Corporate purpose, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any operations, inventions, or rights which the Corporation may acquire or propose to acquire.

e. To acquire all or any part of the good will, rights, real property, personal property, and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to the business of the Corporation or otherwise, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume

in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

f. To purchase, lease or otherwise acquire lands and buildings in this State or elsewhere for the erection and establishment of a manufacturing facility and laboratories with suitable plant, apparatus, and equipment to manufacture, buy, sell, or otherwise deal in or with, any of the services, merchandise, or goods related to the corporate purpose which this Corporation may lawfully deal in or perform.

g. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, laboratories, and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of the Corporation, and which can be lawfully done under the laws of the State of Idaho.

h. To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise alone or in the company with others, without restrictions as to time, place, or amount.

i. Subject to the limitations and restrictions imposed by law, to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

j. It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or any other articles, but that the powers and enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

k. To engage in any business whatsoever, consistent with the laws of the State of Idaho regarding this Corporation, either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

l. With power for its corporate purposes, to borrow money and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

m. To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.

n. To provide, from time to time, and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social and general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

FIFTH STOCK

a. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares with a par value of One Dollar (\$1.00) per share. There shall be one class of shares, all of which shall be common shares.

b. Each share shall have equal voting powers, each share entitling the holder to one (1) vote.

c. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

SIXTH REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 3369 Merlin, Idaho Falls, Idaho 83404, and the name of the initial registered agent at such address is Charles Call, D.P.M.

**SEVENTH:
INITIAL DIRECTORS AND INCORPORATORS**

a. The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and shall qualify is:

NAME Charles Call, D.P.M.
ADDRESS 3369 Merlin Drive
Idaho Falls, Idaho 83404

b. The name and address of the incorporator is:

NAME Charles Call, D.P.M.
ADDRESS 3369 Merlin Drive
Idaho Falls, Idaho 83404

**EIGHTH
SHARES**

a. The Corporation shall not issue any stock or share to any person who is not duly licensed or otherwise legally authorized to practice podiatry in the State of Idaho.

b. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person to exercise the voting power of any or all of his stock unless such other person is duly authorized or licensed legally to render podiatry services in the State of Idaho.

c. If any officer, agent, shareholder, or employee of the Corporation who has rendered podiatry services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional podiatry services, he shall sever all employment with, and financial interests in, this Corporation forthwith.

d. No shareholder of this Corporation may sell or transfer his shares in said Corporation except to another individual who is eligible to practice podiatry in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specially called for such purpose, by a majority vote of the outstanding stock, or by such higher percentage as may be provided in the By-Laws of the Corporation. The

Corporation's Board of Directors or shareholders may adopt By-Laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

e. No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the Corporation which it may issue or sell, nor shall any shareholder have any preemptive rights or preferential right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into or exchangeable for stock, or which shall be attached to or appertain to any operation or warrant or other instrument which shall confer upon the holders or owner of such obligation or security, the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock.

NINTH BOARD OF DIRECTORS

No person shall serve as a Director unless he is a shareholder.

TENTH OFFICERS

No person shall serve as an officer of the Corporation unless he is a shareholder, except that if there is only one shareholder, then the secretary may be a non shareholder.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes the Articles of Incorporation in duplicate and certifies to the truth of the facts therein stated this 1 day of April, 2003.


Charles Call, D.P.M.