

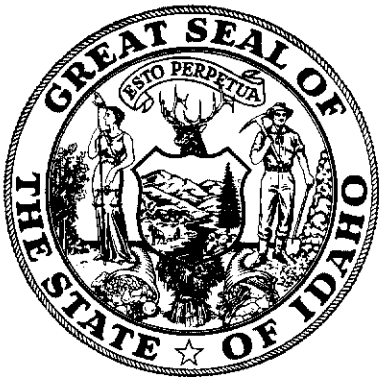
**CERTIFICATE OF INCORPORATION  
OF**

**BENCH ANIMAL HOSPITAL, INC.**

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 the above named corporation, 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: **October 28, 1985**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

BENCH ANIMAL HOSPITAL, INC.

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The undersigned natural persons acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for the Corporation:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is Bench Animal Hospital, Inc.

ARTICLE II  
DURATION

The corporation shall exist perpetually or until dissolved according to law.

ARTICLE III  
PURPOSES AND POWERS

The purpose of the corporation shall be to conduct any or all lawful business for which corporations may be organized under Idaho Business Corporation Act as from time to time authorized by its Board of Directors, including but not limited to:

(a) To own and operate a veterinary clinic and to conduct activities related thereto;

(b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

In pursuit of this purpose, the corporation will have all the powers granted to it by law.

ARTICLE IV  
SHARES

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock having a par value of \$1.00 per share. All voting rights of the corporation shall be exercised by the holders of the voting stock, with each

share of voting common stock being entitled to one vote. All shares of common stock shall have equal rights in the event of dissolution or final liquidation.

## ARTICLE V COMMENCEMENT OF BUSINESS

The corporation will not commence business until consideration of the value of at least one thousand dollars (\$1,000.00) has been received for the issuance of shares.

## ARTICLE VI REGULATION OF INTERNAL AFFAIRS

Section 1. Shareholders' Meetings. Meetings of stockholders may be called by the President or by any one director or by any number of stockholders owning not less than ten percent of the outstanding shares entitled to vote at such meeting. Notice of stockholders' meetings shall be given in writing by mailing such notice to the address of every shareholder, at the last known address of such shareholder, at least ten days prior to the date and hour of said meeting. Publication of notice of a stockholders' meeting is not required for any purpose. Any notice required to be given any stockholders of this corporation may be waived by written instrument signed by such stockholders.

Section 2. Bylaws. Subject to repeal or change by action of the stockholders, the majority of the directors may adopt bylaws for the corporation, and may alter, amend or repeal the bylaws or adopt new bylaws, which are consistent with these Articles and the laws of the State of Idaho. The ultimate power to alter, amend, or repeal the bylaws or to adopt new bylaws shall not be vested in the board of directors, but is reserved to the common stockholders.

Section 3. Contracts with Interested Directors or Officers. No contract, lease, or other transaction between the corporation and any other corporation and no other act of the corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected, by the fact that any one or more of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any director of the corporation, individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, lease, or other transaction with the

corporation, provided that the fact that he individually or as a member of such firm or association is such a party to, or is so interested in, any contract, lease, or other transaction with the corporation, shall be disclosed, or shall have been known, to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract, lease, or other transaction and may vote thereat to authorize any such contract or transaction.

#### ARTICLE VII REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 12110 Camas Street, Boise, Idaho 83709, and the name of its initial registered agent at such address is Stephen L. Hunt.

#### ARTICLE VIII DIRECTORS

The number of directors which shall constitute the Board of Directors of the corporation may vary from three to nine directors as prescribed by the bylaws. The number of directors constituting the initial Board of Directors of the corporation shall be 3 and the names and addresses of the persons who are to serve as directors until the first regular annual meeting of the stockholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Stephen L. Hunt	12110 Camas Street Boise, Idaho 83709
Nancy J. Hunt	12110 Camas Street Boise, Idaho 83709
Kent Rydalch	1001 South Lakeview Drive Bountiful, Utah 84010

#### ARTICLE IX INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Kent Rydalch	1001 South Lakeview Drive Bountiful, Utah 84010

Jamis M. Johnson

1436 Yale Avenue  
Salt Lake City, Utah 84105

Robert Cantwell

3751 Vista West  
West Jordan, Utah 84084

ARTICLE X  
AMENDMENTS TO BYLAWS

The power to alter, amend or repeal the bylaws or to adopt new bylaws shall not be vested in the Board of Directors but is reserved to the stockholders.

DATED this 25<sup>th</sup> day of October, 1985.

Kent Rydalch  
Kent Rydalch

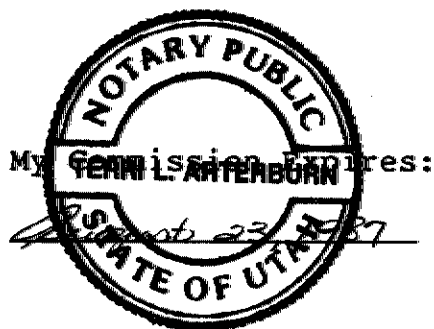
Jamis M. Johnson  
Jamis M. Johnson

Robert Cantwell  
Robert Cantwell

STATE OF UTAH            )  
                                  ) ss:  
COUNTY OF SALT LAKE    )

I, Terri L. Arterburn, a Notary Public, hereby certify that on the 25<sup>th</sup> day of October, 1985, personally appeared before me Kent Rydalch, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing Articles of Incorporation as incorporators, and that the statements contained therein are true.

Dated this 25<sup>th</sup> day of October, 1985.



Terri L. Arterburn  
Notary Public

Residing at: Magna, Utah

STATE OF UTAH                    )  
                                      ) ss:  
COUNTY OF SALT LAKE        )

I, \_\_\_\_\_, a Notary Public, hereby  
certify that on the \_\_\_\_ day of October, 1985, personally appeared  
before me Jamis M. Johnson, who, being by me first duly sworn,  
severally declared that he is the person who signed the foregoing  
Articles of Incorporation as incorporators, and that the statements  
contained therein are true.

Dated this \_\_\_\_ day of October, 1985.

\_\_\_\_\_  
Notary Public  
Residing at: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_

STATE OF UTAH                    )  
                                      ) ss:  
COUNTY OF SALT LAKE        )

I, \_\_\_\_\_, a Notary Public, hereby  
certify that on the \_\_\_\_ day of October, 1985, personally appeared  
before me Robert Cantwell, who, being by me first duly sworn,  
severally declared that he is the person who signed the foregoing  
Articles of Incorporation as incorporators, and that the statements  
contained therein are true.

Dated this \_\_\_\_ day of October, 1985.

\_\_\_\_\_  
Notary Public  
Residing at: \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_