

ARTICLES OF INCORPORATION

FILED

OF

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JOSEPH P. JOHNS, M.D., P.C.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being duly licensed and qualified to practice medicine in the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

"Joseph P. Johns, M.D., P.C." shall be the name of the Corporation.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which said Corporation is formed is the practice of medicine, provided that 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.

ARTICLE IV

The capital stock of the Corporation shall be 1000 shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None.

Articles of Incorporation
Joseph P. Johns, M.D., P.C.

IDAHO SECRETARY OF STATE

02/09/1999 09:00
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ARTICLE VI

The name and the address of the Corporation's initial registered agent and office, respectively are:

Joseph P. Johns, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is 1 and the name and address of the person serving as a director until the first annual meeting of the shareholders or until a successor is elected and shall qualify are:

Joseph P. Johns, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE VIII

The name and address of the incorporator are:

Joseph P. Johns, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation are: None


ARTICLE X

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

ARTICLE XI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under Idaho Code §30-1-48.
- d. For any transaction from which the director derived an improper personal benefit.



Joseph P. Johns, M.D.
Incorporator

Date: FEB. 1, 1999