



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

OPTOMETRIC VISION CENTER, PROFESSIONAL ASSOCIATION

was filed in the office of the Secretary of State on the **second** day of **July** A.D., One Thousand Nine Hundred **seventy-three** and **will be** duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code. **and Professional Service Corporation Act**

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Lewiston, Idaho** in the County of **Nez Perce**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **July**, A.D., 19⁷³.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
OPTOMETRIC VISION CENTER, PROFESSIONAL ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, JAMES E. HAUG and RAY THOMASSON, each being a natural person of full age and a citizen of the United States of America, and each being duly licensed by the State of Idaho to engage in the practice of optometry, have this day voluntarily associated ourselves together for the purpose of forming a professional service corporation under and pursuant to the provisions of Title 30, Chapter 13, Idaho Code, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

OPTOMETRIC VISION CENTER, PROFESSIONAL ASSOCIATION.

SECOND

That the purposes and objects for which said corporation is formed are as follows:

- (a) To engage in the practice of optometry as defined in Section 54-1501, Idaho Code, and rendering the professional services which licensed optometrists are authorized to perform under and pursuant to the laws of the State of Idaho, and to perform all services and acts necessarily relating thereto, and to render such professional services through the officers, employees and agents of the corporation who are duly licensed or otherwise legally authorized under the laws of the State of Idaho to render professional services in the practice of optometry.
- (b) To construct, acquire, operate, hire, lease, mortgage, sell or otherwise dispose of such real and personal property as may be necessary for the rendering of the professional services hereinabove enumerated.

- (c) To invest corporate funds in real estate, mortgages, stocks, bonds, or any other type of investments permitted under the Professional Service Corporation Act of Idaho.
- (d) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of capital stock of this corporation.
- (e) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.
- (f) To borrow money for the purpose of carrying on the business of the corporation and the rendering of the professional services hereinabove enumerated and to issue bonds, notes or debentures or other evidences of any such indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (g) To exercise generally the powers customarily exercised by professional service corporations authorized to render the professional services above enumerated and particularly to exercise those powers provided by the laws of the State of Idaho, referring especially to §30-114, Idaho Code, to the extent that such powers provided therein are not inconsistent with the Professional Service Corporation Act of the State of Idaho.

The foregoing clauses, by reason of the specific enumeration of these powers and objects, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes permitted under the Professional Service Corporation Act of the State of Idaho.

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business shall be as follows:

1616 - 19th Avenue
Lewiston, Idaho 83501

FIFTH

That the capital stock of this corporation shall consist of FIFTY THOUSAND (50,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share, and an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000); each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being common stock; and each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote and each share shall in all respects be equal to every other share.

The capital stock of this corporation shall not be issued to anyone other than an individual or individuals who are duly licensed or otherwise legally authorized to render the professional services hereinabove enumerated, that is, to engage in the practice of optometry as the same is defined in §54-1501, Idaho Code, or as hereafter may be amended, and no shareholder of this corporation shall enter into a voting trust agreement, or any other type agreement vesting any other person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in this corporation, except to another individual who is eligible to be a

shareholder of this corporation in accordance with the provisions of these Articles of Incorporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders meeting specially called for such purpose, by not less than a majority of the outstanding stock of the corporation and at such shareholders meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose unless all shareholders consent that such stock be voted.

The Board of Directors of the corporation are hereby specifically authorized to adopt by-laws restraining the alienation of shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

SIXTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
James E. Haug	624 - 6th Avenue, Lewiston, Ida.	1
Ray Thomasson	3615 - 14th Street, Lewiston, Ida.	1

SEVENTH

The right and power to adopt, repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided in §30-132(7), Idaho Code.

WITNESS our hands this 25th day of June, 1973.

James E. Haug
JAMES E. HAUG

Ray Thomasson
RAY THOMASSON

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

On the 25th day of June, 1973, before me, the undersigned,
a Notary Public in and for said State, personally appeared JAMES E.
HAUG and RAY THOMASSON, known to me to be the persons whose names
are subscribed to the foregoing instrument and acknowledged to me that
they executed the same.

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

John Bengtson
Notary Public in and for the State of
Idaho, residing at Lewiston therein.