



CERTIFICATE OF AMENDMENT  
OF

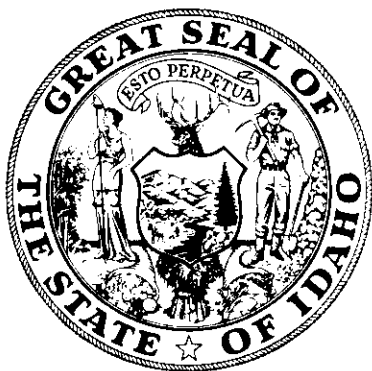
THOMAS C. THOMPSON, M.D., P.A.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of THOMAS C. THOMPSON, M.D., P.A.

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 7, 19 86



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
THOMAS C. THOMPSON, M.D., P.A.

RECEIVED  
SEC. OF STATE  
MAR 17 AM 9 47

Pursuant to the provisions of §30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its articles of incorporation:

1. The name of the corporation is Thomas C. Thompson, M.D., P.A.
2. The following amendments to the articles of incorporation were adopted by the shareholders of the corporation on March 19, 1985, in a manner prescribed by the Idaho Business Corporation Act:
  - A. The articles of incorporation filed with the Idaho Secretary of State on July 14, 1982, are amended by deleting all of those articles and substituting the following:
    1. The name of the corporation is Thomas C. Thompson, M.D., P.A.
    2. The period of its duration is perpetual.
    3. Its purpose is to transact the practice of medicine and surgery and all activities necessary, suitable or convenient to the practice of medicine and surgery.
    4. It shall have authority to issue 50,000 shares, all in one class, without par value.
    5. The address of its initial registered office was Kelly Canyon Road, Ririe, Idaho, 83443. The name of its initial registered agent at such address was Thomas C. Thompson, M.D.
    6. The number of directors constituting its initial board of directors was one, whose name and address was:

Thomas C. Thompson, M.D.  
Kelly Canyon Road  
Ririe, ID 83443

Only shareholders may be directors of the corporation.

7. The name and address of the incorporator was:

Thomas C. Thompson, M.D.  
Kelly Canyon Road  
Ririe, ID 83443

8. The following provisions shall govern the shares and shareholders of the corporation:

- A. Only a natural individual can become a shareholder and only if he or she is licensed to practice medicine and surgery in the State of Idaho, is actively practicing medicine and surgery in the State of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.
- B. The voting rights associated with each share may not be voted by agreement or any other type or arrangement vesting another person with authority to exercise the voting power of any of his or her shares.
- C. If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice medicine and surgery within the State of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of medicine and surgery, (3) dies, (4) is adjudicated incompetent, or (5) retires, he shall no longer be employed by the corporation and the corporation shall immediately redeem the shares owned by that person unless the person otherwise lawfully transfers his shares in compliance with these articles of incorporation, the corporation bylaws and any buy-sell agreements entered into by the shareholder. All employment agreements between the corporation and its employees shall incorporate the provisions of this paragraph.
- D. No shareholder may sell or transfer his shares except to the corporation or another individual who is eligible to be a shareholder of this corporation. A sale or transfer may be made only after it has been approved by a majority vote at a shareholder's meeting

specifically called for that purpose. If the corporation has previously passed a bylaw, adopted a resolution, or approved an agreement governing the sale or transfer of shares, it must approve any sale or transfer made in conformity with such bylaw, resolution or agreement. At the shareholder's meeting, the shares of stock held by the shareholder proposing the sale or transfer of his shares may not be voted or counted for any purpose, unless all shareholders consent to the voting of his stock.

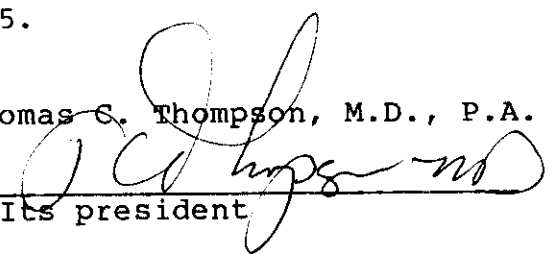
E. The board of directors may adopt bylaws governing the redemption of any shares pursuant to paragraph 8C. The board of directors may also by resolution approve shareholder cross purchase agreements. The corporation may enter into share redemption agreements with the shareholders. If no such bylaws, resolutions or agreements are in effect, the corporation shall redeem shares under paragraph 8C at the value the board, after having received competent disinterested advice, determines to be their fair market value.

3. The number of shares of the corporation outstanding at the time of the adoption of the amendment was 100 and the number of shares entitled to vote on the amendment was 100.
4. The number of shares voted for the amendment was 100. The number of shares voted against the amendment was 0.

DATED this 19th day of March, 1985.

Thomas S. Thompson, M.D., P.A.

By

  
Its president

Attest:

  
Secretary

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville)

I, Calvin Scheid, a Notary Public, certify that: On this 19th day of March, 1985, Thomas C. Thompson, M.D. personally appeared before me; being first duly sworn, he declared he is the president of Thomas C. Thompson Orthopedics, M.D., P.A.; he signed the foregoing document as president of the corporation and stated that the statements therein contained are true.

Calvin Scheid  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission expires 8-1-88

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