

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EYE HEALTHNET OF IDAHO, 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 EYE HEALTHNET OF IDAHO, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: April 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]* *[Signature]*

APR 11 12 53 PM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
EYE HEALTHNET OF IDAHO, INC.

(initials)
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ARTICLE I
GENERAL PROVISIONS

1. The name of the corporation is:

EYE HEALTHNET OF IDAHO, INC.

2. The period of its duration is perpetual.

3. The Corporation is not for profit.

4. Pursuant to the provisions of the Revised Model Corporation Act, the corporation is a mutual benefit corporation.

5. The Corporation shall have members.

6. The street address and zip code of the Corporation's current registered office is:

610 Americana Boulevard
Boise, ID 83702

7. The name of it's original registered agent at such address is:

Charles W. Stewart, O.D.

8. The name and address of the incorporator is:

Charles W. Stewart, O.D.
610 Americana Boulevard
Boise, Ada County, ID 83702

9. The street address and zip code of the principal office of the corporation is:

610 Americana Boulevard
Boise, ID 83702

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10. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute all of the assets of the Corporation to the members, or to such persons as the Board of Directors shall determine will best accomplish the purposes for which the Corporation was organized, or to each of the foregoing in such proportions as the Board of Directors shall determine.

**ARTICLE II
PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which the Corporation is organized are:

- (a) to study and develop an improved understanding of the service market in which its members practice;
- (b) to identify new practice opportunities for its members with managed care organizations and other health care financing and delivery systems;
- (c) to promote its member practices to identified managed care organizations and health care financing and delivery systems;
- (d) to provide educational opportunities for its members and the general public in matters relating to the professional practice of optometry; and
- (e) to pool the resources of its members to carry out the foregoing purposes through a vehicle that is independent from the professional practice of any member.

Section 2. Powers. The Corporation shall have all the powers attributed to mutual benefit corporations under the Revised Model Nonprofit Corporation Act and, consistent therewith, shall be empowered to engage in any and all lawful activities which may be incidental or reasonably necessary to any of its enumerated purposes, including all business not forbidden by law.

Section 3. Original Board of Directors. The following persons are hereby designated as the original Board of Directors of the Corporation and shall serve until their successors have been duly elected and qualified as stated in the Corporation Bylaws:

**ARTICLES OF INCORPORATION
EYE HEALTHNET OF IDAHO, INC.
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1. **Charles Wm. Stewart, O.D.
610 Americana Boulevard
Boise, ID 83702**
2. **James K. Dean, O.D.
901 12th Avenue South
Nampa, ID 83651**
3. **John H. Muto, O.D.
1175 West Boise Avenue
Boise, ID 83706**

DATED this 19 day of January, 1994



**Charles Wm. Stewart, O.D., Incorporator
610 Americana Boulevard
Boise, ID 83702**