

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

DARON SCHERR, M.D., P.A.

The undersigned, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is DARON SCHERR, M.D., P.A.
2. **DURATION:** The period of its duration is perpetual.
3. **PROFIT:** This is a for profit corporation.
4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to engage in the practice of medicine and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, as the same from time to time shall be amended.
5. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is 2000 shares of no par value common stock. The shares of the Corporation shall be issued and transferred only to individuals authorized to be a shareholder under the Idaho Professional Service Corporation Act and the corporation's By Laws.
6. **PRE-EMPTIVE RIGHTS:** Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares and fixing greater quorum or voting requirements for shareholder action than required by the Idaho Business Corporation Act.
8. **REGISTERED AGENT AND OFFICE:** The registered agent is Daron Scherr, M.D., and the registered office is located at 2001 S. Woodruff, Suite 16, Idaho Falls, Idaho 83404.
9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732, the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the

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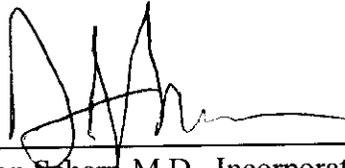
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 STATE OF IDAHO

corporation. Such management structure shall continue until the Articles of Incorporation are otherwise amended or restated.

10. **INCORPORATOR:** The name and address of the incorporator is:

Daron Scherr, M.D.
2001 S. Woodruff, Suite 16
Idaho Falls, ID 83404

DATED this 11 day of July, 2001.

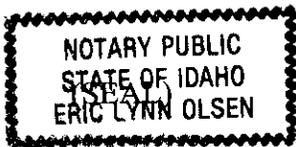


Daron Scherr, M.D., Incorporator

STATE OF IDAHO)
 : ss
County of Bonneville)

On this 11th day of July, 2002, before me, the undersigned Notary Public, in and for said State and County, personally appeared DARON SCHERR, M.D., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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





NOTARY PUBLIC FOR IDAHO
Residing at: Paotello, ID
My Commission Expires: 12/18/06