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# State of Idaho

## Department of State

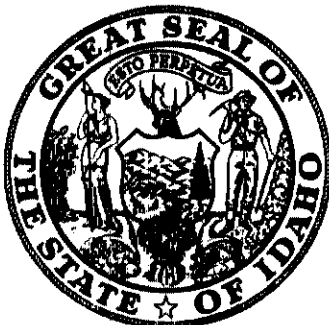
### CERTIFICATE OF INCORPORATION OF

GARY C. WALKER, M.D., P.A.

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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 16, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWine*

**ARTICLES OF INCORPORATION**

**OF**

**RECEIVED**

**GARY C. WALKER, M.D., P.A. SEC. OF STATE**

**The undersigned, Gary C. Walker, 99 SEP 16 AM 8 31, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.**

**FIRST: The name of the corporation is: Gary C. Walker, M.D., P.A.**

**SECOND: The period of its duration is perpetual.**

**THIRD: The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and**

**3.1 To practice and engage in the practice of Medicine the State of Idaho and elsewhere as by law permitted.**

**3.2 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes, or which are incidental thereto or connected therewith.**

**3.3 The business activities shall be carried on only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine and give medical advice within the State of Idaho, and other such persons as are trained to assist one who is licensed to advise and consult in medical matters.**

**3.4 Pursuant to the general purpose of the corporation, the corporation is hereby authorized and empowered to do any act or to carry on business in the State of Idaho authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:**

**3.5 To do everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations,**

firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

3.6 To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the corporation may deem wise and proper in connection with the conduct of its business herein enumerated.

3.7 To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, and processes related to the rendering of professional services and corporate purposes and any improvements and modifications thereof.

3.8 To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, licenses, protections, concessions, trademarks, trade symbols, trade names, or other indications of origin or ownership granted by or recognized under the laws of the United States, which may appear likely to be advantageous, useful, and related to the corporate purpose, and to use and turn to account and to provide services under or grant licenses or privileges in respect of the same.

3.9 To acquire all or any part of the good will, rights, real property, personal property, and business of any

person, firm, association, or corporation heretofore or hereafter engaged in any business similar to the business of the corporation or otherwise, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner of the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

3.10 To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world, as principals or agents, or otherwise alone or in the company with others, without restrictions as to time, place, or amount.

3.11 Subject to the limitations and restrictions imposed by law, to do everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

3.12 It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or any other articles, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

3.13 To engage in any business whatsoever, consistent with the laws of the State of Idaho regarding this corporation, either as principal or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

3.14 With power for its corporate purposes, to borrow money and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to all or any part of the property, rights, or pledges of the corporation wherever situated, whether now owned or hereinafter to be acquired.

3.15 To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

3.16 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social and general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 100,000 with \$1.00 par value.

4.1 The corporation shall not issue any stock or share to any person who is not duly licensed or otherwise legally authorized to practice medicine in the State of Idaho.

4.2 No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement authorizing another person to exercise the voting power of any or all of his stock unless such other person is duly authorized or licensed legally to render medical services in the State of Idaho as outlined in 4.1.

4.3 If any officer, agent, shareholder, or employee of the corporation who has rendered services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering or professional insurance services, he shall forthwith sever all employment with, and all financial interests in, this corporation.

4.4 No shareholder of this corporation may sell or transfer his shares in said corporation except to another individual who is eligible to practice medicine in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting especially called for such purpose, by not less than a majority vote of the outstanding stock, or by such higher percentage as may be provided in the By-Laws of the corporation. The corporation's Board of Directors or shareholders may adopt By-Laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares.

4.5 No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the corporation which it may issue or sell, nor shall any shareholder have any preemptive rights or preference

right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the corporation may issue or sell which are convertible into or exchangeable for stock, or which shall be attached to or appertain to any option or warrant or other instrument which shall confer upon the holders or owner of such obligation or security the right to subscribe for, purchase or receive from the corporation any shares of its capital stock.

**FIFTH:** Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws and as said by-laws may be from time to time amended.

**SIXTH:** The address of the initial registered office of the corporation is 2860 Channing Way, Suite 223, Idaho Falls, Bonneville County, Idaho, 83404, and the name of its initial registered agent at such address is Gary C. Walker, M. D.

**SEVENTH:** The number of directors constituting the initial board of directors of the corporation is one (1), and the initial director is Gary C. Walker, M. D. at the address identified in Article SIXTH above, who shall serve as such director until the first annual meeting of the shareholders or until his successor and/or any additional directors are elected and qualify.

**EIGHTH:** The name and address of the incorporator is Gary C. Walker at the address identified in Article SIXTH above.

**NINTH:** The directors of this corporation shall have no personal liability whatsoever to the corporation, its stockholders, or to any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

- a) For any breach of the director's duty of loyalty to the corporation or its stockholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

c) For acts for which liability is prescribed by Idaho Code 30-1-48;

d) For any transaction from which the director derived any improper personal benefit.

Dated September 13, 1993

  
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Gary C. Walker