

# State of Idaho



## CERTIFICATE OF INCORPORATION OF

ROBERT E. PISTON, 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 \_\_\_\_\_

ROBERT D. PISTON, M.D., P.A.

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.

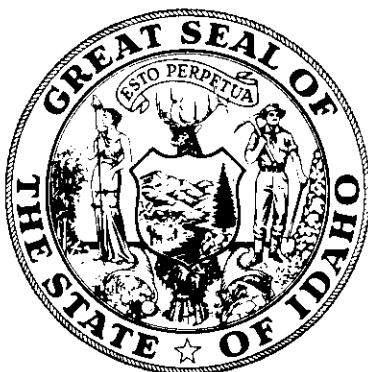
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 24, 1984



SECRETARY OF STATE

by: \_\_\_\_\_



ARTICLES OF INCORPORATION  
OF  
ROBERT E. PISTON, M.D., P.A.

The undersigned, ROBERT E. PISTON, M.D., who is over the age of eighteen (18) years and is legally authorized to practice medicine in the State of Idaho, associates himself for the purpose of forming a professional service corporation under the laws of the State of Idaho, and adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is ROBERT E. PISTON, M.D., P.A.

ARTICLE II

Registered Office and Registered Agent

The registered office of this Corporation in the State of Idaho is 1106 Ironwood Drive, Coeur d'Alene, Idaho 83814. The registered agent at this address is Robert E. Piston, M.D.

ARTICLE III

Duration

This Corporation shall have perpetual existence.

ARTICLE IV

Purposes

The purpose of this Corporation is primarily to engage in the practice of medicine in all ramifications and subdivisions thereof, including, but not limited to, the following: general medicine, internal medicine, tropical medicine, physical medicine, pediatrics, psychiatry, neurology, radiology, anesthesiology, otolaryngology, obstetrics, gynecology, and any and all other functions deemed by the Board of Medical examiners of the State of Idaho to constitute the practice of family medicine.

## ARTICLE V

### Capitalization

Section 5.01 Authorized Shares. The aggregate number of shares of which this Corporation shall have authority to issue is fifty thousand (50,000) shares of common stock, each of a par value of \$1.00.

Section 5.02 Issuance in Series. The Board of Directors of this Corporation shall have the authority to divide any or all of the shares of this Corporation into series and, subject to such limitations as may be set forth in any applicable Idaho Code, or any substitute therefore or amendment thereto, the Board of Directors of this Corporation shall have the authority to fix and determine the variations in the relative rights and preferences of the shares of any series so established.

Section 5.03 Preemptive Rights. The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

## ARTICLE VI

### Regulation of Internal Affairs

Provisions for the regulation of the internal affairs of this Corporation, including provisions restricting the transfer of shares, are:

No shares of the capital stock of this Corporation shall be issued to anyone other than an individual who is legally authorized to render services as a physician in the State of Idaho.

No shareholder of this Corporation shall sell or transfer any of his shares in this Corporation except to another individual who is eligible to be a shareholder of this Corporation, and then only in accordance with procedures set forth in the Bylaws of this Corporation for such sale or transfer. Any shares transferred to any person or entity ineligible to be a shareholder, whether such transfer be voluntary, involuntary, or by operation of law, shall be redeemed or cancelled by this Corporation.

No shareholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

If any director, officer, shareholder, agent, or employee of this Corporation become legally disqualified to render services as a physician in the State of Idaho, he shall immediately sever all employment with, and financial interest (other than interests as a creditor, if any) in this Corporation.

#### ARTICLE VII

##### Directors

The number of directors constituting the initial Board of Directors of this Corporation is one (1) and the name and address of such person who is to serve as director until the first annual meeting of the shareholder or until the election and qualification of his successor is:

<u>Name</u>	<u>Address</u>
Robert E. Piston, M.D.	East 3709 Pine Hill Drive Coeur d'Alene, ID 83814

#### ARTICLE VIII

##### Bylaws

The Board of Directors of this Corporation shall have the power to adopt, alter, amend, or repeal the Bylaws of this Corporation, subject to the powers of the shareholder of this Corporation to change or repeal such Bylaws.

#### ARTICLE IX

##### Incorporators

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Robert E. Piston, M.D.	East 3709 Pine Hill Drive Coeur d'Alene, ID 83814

ARTICLE X

Consent to Serve as Registered Agent

By signature hereto affixed, ROBERT E. PISTON, M.D. hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

IN WITNESS WHEREOF, Robert E. Piston, M.D., has hereunto set his hand and seal this 20 day of August, 1984.

*Robert E. Piston*

Robert E. Piston, M.D.

*Robert E. Piston*

Robert E. Piston, M.D., Registered Agent