

**FILED EFFECTIVE**

DEC 28 AM 9:00

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
SLATTERY ORTHODONTICS, P.A.**

THE UNDERSIGNED, acting as the Incorporator of **SLATTERY ORTHODONTICS, P.A.** (hereafter referred to as the "Professional Corporation"), under the Professional Service Corporation Act (Title 30, Chapter 13, Idaho Code) (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation for such Professional Corporation:

**ARTICLE I**

**Name**

The name of this Professional Corporation is:

**SLATTERY ORTHODONTICS, P.A.**

**ARTICLE II**

**Period of Duration**

The period of duration of the Professional Corporation is perpetual.

**ARTICLE III**

**Purposes and Powers**

**Section 1. Purposes.** The purpose or purposes for which the Professional Corporation is organized is to provide professional orthodontic and dentistry services and to transact any and all related businesses for which a Professional Service Corporation formed to provide such professional services is allowed by the laws of the State of Idaho.

**Section 2. Powers.** The Professional Corporation shall have and exercise the statutory general powers specified in the Act, as the same now exist or may hereafter be amended and, further, the Professional Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

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## **ARTICLE IV**

### **Authorized Shares**

**Section 1. Common Stock.** The total authorized number of shares which the Professional Corporation shall have authority to issue is 10,000 shares of common stock. The par value of each of said shares is \$1.00 and the aggregate par value of the total of said shares is \$10,000.00.

**Section 2. Pre-emptive Rights.** There shall be pre-emptive rights entitling the existing shareholder(s) to acquire unissued or treasury shares of the Professional Corporation or other securities of the Professional Corporation convertible into such shares or carrying a right to subscribe to or acquire such shares.

**Section 3. Shareholder Qualifications.** The Professional Corporation shall not issue any of its common stock to anyone other than a person who is duly licensed or otherwise legally authorized to render professional orthodontic and dentistry services. Any transfer of shares of the common stock of the Professional Corporation by a shareholder to a third party shall be subject to the restrictions set forth in §30-1310, Idaho Code.

## **ARTICLE V**

### **Registered Office and Registered Agent**

The location of the Professional Corporation's initial registered office in this State is 7373 Emerald Street, Boise, Idaho 83704, or such other place as may be determined by the Board of Directors. The name of the initial registered agent of the Professional Corporation at such address is John C. Slattery.

## **ARTICLE VI**

### **Board of Directors**

The number of Directors constituting the initial Board of Directors of the Professional Corporation is one (1), and the name and address of the person who is to serve as the Director until the first annual meeting of shareholders or until the election and qualification of his successor is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
John C. Slattery	7373 Emerald Street Boise, Idaho 83704

Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the number of Directors constituting the Board of Directors may be increased to not more than three (3) members, each of which Directors shall be a shareholder owning shares of the common stock issued by the Professional Corporation, with any vacancy(s) resulting from such increase to be filled by the

existing Board of Directors until the next annual meeting of the shareholders at which time all members of the Board of Directors shall be elected. If unanimously approved by all members of the Board of Directors then duly elected and qualified, or if the Professional Corporation has only one (1) shareholder and that shareholder becomes disqualified under §30-1309A, Idaho Code, or dies, the disqualified shareholder or the personal representative of the deceased shareholder, as the case may be, may exercise the voting rights of the outstanding shares only for the purpose of dissolving the Professional Corporation pursuant to §30-1-82 through §30-1-93, Idaho Code, consolidating or merging the Professional Corporation pursuant to §30-1312, Idaho Code, or converting the Professional Corporation to a corporation for profit under the Idaho Business Corporation Act (Title 30, Chapter 1, et. seq., Idaho Code).

## **ARTICLE VII**

### **Elimination of Directors' Liability**

No Director serving as a member of the Board of Directors of the Professional Corporation shall have any personal liability to the Professional Corporation or its shareholders for monetary damages for breach of a fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director for the following:

- (a) For any breach of the Director's duty of loyalty to the Professional Corporation or its shareholders;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) As provided for in §30-1-833, Idaho Code;
- (d) As provided for in §30-1306, Idaho Code; or
- (e) For any transaction from which the Director derived an improper personal benefit.

## **ARTICLE VIII**

### **Dividends and Distribution from Capital Surplus**

The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when the Professional Corporation is insolvent or when the payment thereof would render the Professional Corporation insolvent.

The Board of Directors may distribute to its shareholders out of the capital surplus of the Professional Corporation a portion of its assets, in cash, or property subject to the restrictions contained in §30-1-640, Idaho Code, as it now exists or may be hereafter amended.

**ARTICLE X**

**Incorporator**

The name and address of the incorporator of the Professional Corporation is as follows:

**Name**

**Address**

John C. Slattery

7373 Emerald Street  
Boise, Idaho 83704

**DATED** this 27th day of December, 2004.

  
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JOHN C. SLATTERY