

State of Idaho

Department of State

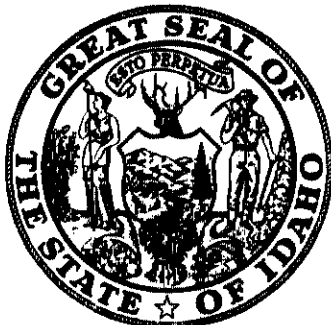
CERTIFICATE OF INCORPORATION OF

PALOUSE-CLEARWATER NEUROLOGY, 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: August 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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**ARTICLES OF INCORPORATION
OF
PALOUSE-CLEARWATER NEUROLOGY, P.A.**

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be :

Palouse-Clearwater Neurology, P.A.

**ARTICLE II
EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Chapter 13, Title 30 of the Idaho Code, including without limitation, the operation of one or more medical clinics or practices emphasizing the practice of neurology.

**ARTICLE IV
CAPITALIZATION**

The capital stock of this corporation shall consist of 100,000 shares of common stock, having no par value per share. Each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all

matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

The capital stock shall be transferred in accordance with such rules and regulations as may be established by the bylaws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

No stock in this corporation may be issued to or owned by any person who is or becomes ineligible for any reason to render the professional services for which this corporation was formed.

ARTICLE V REGISTERED OFFICE

The initial registered office of this corporation shall be located at 1616 17th Street, Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Barbara D. Martyn.

ARTICLE VI INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The below named individual is the sole incorporator and shall constitute the initial board of directors who shall serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified.

Barbara D. Martyn
1616 17th Street
Lewiston ID 83501

**ARTICLE VII
LIMITED LIABILITY**

The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For those acts more particularly set forth in Idaho Code § 30-1-48; and
4. For any transaction from which the director derived an improper personal benefit.

Nothing contained in these articles shall be interpreted to abolish, repeal, modify, restrict or limit the law in the state of Idaho applicable to the professional relationship and obligations between the person furnishing professional services and the person receiving such services. However, it is the intent of the incorporators to limit personal liability for shareholders, officers and employees to the extent allowed by law from time to time.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Chapter 13, Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed this 18th day of August, 1993.

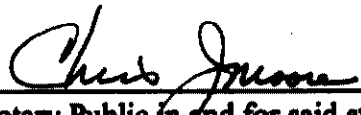


Barbara D. Martyn

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 18th day of August, 1993, before me, the undersigned, a notary public in and for said state, personally appeared BARBARA D. MARTYN, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.



Notary Public in and for said state,
residing at or employed in Lewiston.
My Commission Expires: 11-24-95
(SEAL)