

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**J. MACMILLAN BRUCE, D.D.S., INC.**

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STATE OF IDAHO

IDAHO SECRETARY OF STATE  
07/21/2005 05:00  
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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

The name of the Corporation is J. MACMILLAN BRUCE, D.D.S., INC.

I.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To provide dental and dental-related services to members of the general public; and

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

II.

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of no par value. Said shares shall be of one class only.

III.

The Corporation is to have perpetual existence.

IV.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the By-Laws and may be altered from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). None of the directors needs to be a stockholder of the Corporation or a resident of the State of Idaho.

The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

**ORIGINAL**

C 161647

| <u>Name</u>              | <u>Address</u>                      |
|--------------------------|-------------------------------------|
| John MacMillan Bruce, IV | 1744 N. Mitchell<br>Boise, ID 83704 |
| Rachael Kathryn Bruce    | 1744 N. Mitchell<br>Boise, ID 83704 |

V.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VI.

The Corporation shall have the authority in accordance with Idaho State law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of, any such actions, suits or proceedings brought against any such director, officer or person. Wherever in this section a director or officer is referred to, such reference shall include his executors and administrators.

VII.

Meetings of the stockholders may be held outside the State of Idaho, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IX.

The name and place of residence of the incorporator is as follows:

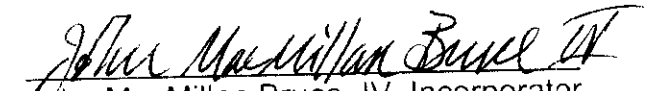
Name: John MacMillan Bruce, IV

Address: 1744 N. Mitchell  
Boise, ID 83704

X.

The registered office of this Corporation in the State of Idaho shall be 1744 N. Mitchell, Boise, ID 83704, or such other place within the County of Ada, as the Board of Directors may hereafter determine. The name of the registered agent at such address is John MacMillan Bruce, IV.

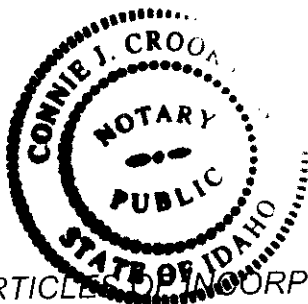
DATED this 21 day of July, 2005.


  
John MacMillan Bruce, IV, Incorporator

STATE OF IDAHO )  
                                  ): ss.  
County of Ada         )

On this 21 day of July, 2005, before me, a Notary Public for the State of Idaho, personally appeared John MacMillan Bruce, IV, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he voluntarily executed the same.

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



  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 11/12/09