



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TAYLOR PROFESSIONAL ASSOCIATION

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 _____

TAYLOR PROFESSIONAL ASSOCIATION

, 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 1, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
TAYLOR PROFESSIONAL ASSOCIATION

CLERK OF DISTRICT COURT
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, and physicians duly licensed to render services as such under the laws of the State of Idaho, have this day voluntarily associated ourselves for the purpose of forming a corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

ARTICLE I

That the name of this Corporation shall be "TAYLOR PROFESSIONAL ASSOCIATION".

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the initial registered office of this corporation is Suite 800, One Capital Center, 999 Main Street, Boise, Idaho, and the initial principal place for transaction of its business is hereby designated as Route 8, Box 489 A, City of Caldwell, County of Canyon, State of Idaho. The initial registered agent of this corporation and its address is: Martin, Chapman, Martin & Hyde, Chartered, Suite 800, One Capital Center, 999 Main Street, Boise, Idaho 83702.

ARTICLE IV

That the general nature of the business to be transacted by the Corporation is:

A. To render medical services; to engage in the practice of medicine; to engage in the business of medicine, and the specialty of anesthesiology, and to perform and engage in any other service ancillary to the business of medicine.

B. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice medicine therein.

C. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

D. To purchase, receive, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interests in, or obligations of, other domestic or foreign corporation, associations, partnership, or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

E. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred

to, and all laws amendatory thereof and supplemental thereto, and by the provisions of Chapter 282, commencing on page 725, Session Laws of Idaho, 1963, known as the "Idaho Professional Service Corporation Act", it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this Corporation.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the First Annual Meeting of Shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>	<u>Professional License Number</u>
Robert Taylor, M.D.	Route 8, Box 489 A Caldwell, Idaho 83605	M-3261

ARTICLE VI

The maximum number of shares of stock which the Corporation shall have authority to issue at any one time shall be five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share for a total capitalization of Five Thousand Dollars (\$5,000.00). None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Idaho. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall have preemptive rights.

ARTICLE VII

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

ARTICLE VIII

The name and address of the person signing the Articles of Incorporation as a subscriber and incorporator, who is a physician, duly licensed under the laws of the State of Idaho to render services as such is:

<u>Name</u>	<u>Address</u>
Robert Taylor, M.D.	Route 8, Box 489 A Caldwell, Idaho 83605

ARTICLE IX

No Stockholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation

is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI

Any director of the Corporation may be removed at any annual or special meeting of the Stockholders by a two-thirds vote of the outstanding shares.

ARTICLE XII

The Stockholders of the Corporation shall have the power to include in the By-Laws a Buy and Sell Agreement adopted by a two-thirds majority of the Stockholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a Stockholder of the Corporation, and such sale or transfer may be

made only after the same shall have been approved at a Stockholders' meeting specially called for such purpose. If any Stockholder becomes legally disqualified to practice medicine in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders.

ARTICLE XIII

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

C. At its option, to purchase and acquire the stock owned and held by any Stockholder who dies, in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such pur-

chase; provided, however, the capital of the Corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.


ARTICLE XIV

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

ARTICLE XV

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1 day of September, 1981.


ROBERT TAYLOR, M.D.