

ARTICLES OF INCORPORATION
OF

MICHAEL T. CALLAGHAN, M.D. & ASSOCIATES, P.A.

FILED/EFFECTIVE
00 MAY -8 PM 2:06
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, and the Idaho Professional Service Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is Michael T. Callaghan, M.D. & Associates, P.A.
2. **DURATION:** The period of its duration is perpetual.
3. **PROFIT:** This is a for profit corporation.
4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to engage in the practice of medicine and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, as the same from time to time shall be amended.
5. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of no par value common stock. The shares of the Corporation shall be issued and transferred only to individuals authorized to be a shareholder under the Idaho Professional Services Corporation Act and the corporation's By Laws.
6. **PRE-EMPTIVE RIGHTS:** Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares and fixing greater quorum or voting requirements for shareholder action than required by the Idaho Business Corporation Act.
8. **REGISTERED AGENT AND OFFICE:** The registered agent is Michael T. Callaghan, M.D. and the registered office is located at 5062 Johnny Creek Road, Pocatello, Idaho

IDAHO SECRETARY OF STATE

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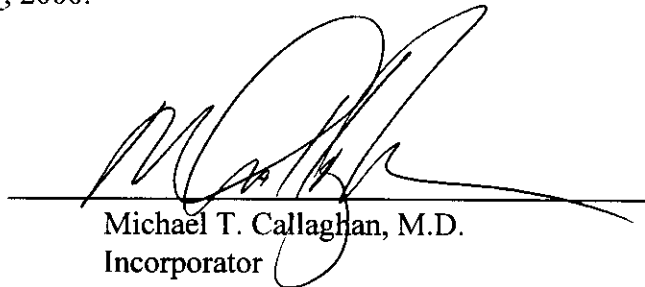
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9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation.

10. **INCORPORATOR:** The name and address of the incorporator is:

Michael T. Callaghan, M.D.
5062 Johnny Creek Rd.
Pocatello, Idaho 83204

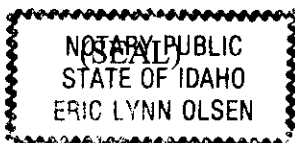
DATED this 3 day of May, 2000.



Michael T. Callaghan, M.D.
Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 3rd day of May, 2000, before me, the undersigned, a Notary Public in and for said States, personally appeared Michael T. Callaghan, M.D., whose name is subscribed to the foregoing and executed the same before me this 3rd day of May, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.




NOTARY PUBLIC FOR IDAHO,
Residing at: Pocatello
My Commission Expires: 9-12-00