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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

P.O.H., P.C., FORMERLY KNOWN AS

PEND OREILLE VETERINARY SERVICE, P.A.

P.O.H., P.C., formerly known as Pend Oreille Veterinary Service, P.A., pursuant to Idaho Code Sections 30-1-1006 and 30-1-1007, hereby restates its Articles of Incorporation as theretofore amended by the Consent Resolution of the Board of Directors of Pend Oreille Veterinary Service, P.A. to be known as P.O.H., P.C. In Lieu of Special Meeting, dated April 1, 2007, as consented to by the shareholders of the corporation in the Waiver of Notice, and Consent Memorandum in Lieu of Special Meeting of Shareholders Re: Amendment and Restatement of Articles of Incorporation of Pend Oreille Veterinary Service, P.A., dated April 1, 2007.

The following relates to the amendment and restatement of the corporation's Articles of Incorporation:

1. The name of the corporation was Pend Oreille Veterinary Service, P.A., and is now P.O.H., P.C.

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2. The text of each amendment is as follows:

A. Article I is amended in its entirety to read as follows:

"ARTICLE I.

The name of this corporation is P.O.H., P.C."

B. Article II is amended by the deletion of the paragraph numbered 1, and the renumbering of the remaining paragraphs as the new paragraphs 1, 2, 3 and 4.

C. Article III is amended in its entirety to read as follows:

"ARTICLE III.

The corporation is specifically authorized to lease real estate owned by it to one or more doctors of veterinary medicine and/or professional corporations formed for the practice of veterinary medicine."

D. Article V is amended in its entirety to read as follows:

"ARTICLE V.

The location and post office address of the registered office of the corporation are 895 Kootenai Cutoff Road, Ponderay, Idaho 83852. The registered agent at the principal office of the corporation is Charles Ashton, D.V.M."

E. Article VI is hereby amended by the deletion from its second

sentence of the language that reads as follows: "...and said shares shall be issued solely to individuals who are duly licensed or otherwise legally authorized under the laws of the State of Idaho to practice veterinary medicine."

F. Article VII is amended in its entirety to read as follows:

"ARTICLE VII.

Shareholders of this corporation may not sell or transfer any shares unless such sale or transfer is first approved at a stockholders' meeting specially called for such purpose, said approval to be by not less than a majority of the outstanding stock as provided in these articles, and at such meeting the shareholder proposing to sell or transfer his shares may not have his shares be voted or counted for any purpose, unless all stockholders consent in writing that such stock be voted."

G. Article IX is amended in its entirety to read as follows:

"ARTICLE IX.

The internal affairs of the corporation shall be governed by the duly-adopted bylaws of the corporation."

H. A new Article X is added to the Articles of Incorporation, and shall read as follows:

"ARTICLE X.

The number of directors constituting the current board of directors is three (3). The names and address of the persons who are to serve as directors until the next annual meeting of shareholders, or until their successors be elected and qualified, are as follows:

**Gerald H. Lewis, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852**

**Charles Ashton, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852**

**Bruce Vogel, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852."**

I. A new Article XI is added to the Articles of Incorporation, and shall read as follows:

"ARTICLE XI.

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader

indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.”

J. A new Article XII is added to the Articles of Incorporation, and shall read as follows:

“ARTICLE XII.

No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duties, except liability for (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or, (D) an intentional violation of criminal law.”

3. The date of the adoption of the Amendments was April 1, 2007.

4. The manner of adoption of the amendments was as follows:

Approval by the shareholders was required and the shareholders duly approved the amendments as required by either Title 30, Idaho Code or by the Articles of Incorporation.

5. Except for the amendments designated in paragraph 2 above, the following statement sets forth all of the operative provisions of the Articles of Incorporation as theretofore amended, and the corporation hereby states

that the Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and the Amended and Restated Articles of Incorporation supersede the Articles of Incorporation as originally executed:

ARTICLE I.

The name of the Corporation shall be P.O.H., P.C.

ARTICLE II.

The purpose for which said corporation is formed is:

1. To own, rent, lease and operate (a) real and personal property, and (b) such facilities proper in receiving and caring for animals, and their medical, surgical and hygienic treatment.
2. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, clubs, or individuals, and to do every act or acts, thing or things incidental, appurtenant to, or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same is not inconsistent with the laws under which this corporation is organized, and in particular with the

Professional Services Corporation Act.

3. To appoint such officers, employees and agents as the corporation may require, and to allow them compensation.

4. To invest funds in real estate, mortgages, stocks, bonds and other types of investments, or in furtherance of the aforementioned objects and purposes or any part or parts thereof, provided the same be no inconsistent with the law under which this corporation is organized, and to borrow, pledge and mortgage both real and personal property in the furtherance of the objects and purposes hereinbefore set forth.

ARTICLE III.

The corporation is specifically authorized to lease real estate owned by it to one or more doctors of veterinary medicine and/or professional corporations formed for the practice of veterinary medicine.

ARTICLE IV.

The commencement of the life of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Secretary of State of Idaho, and the duration of the life of this corporation shall be perpetual.

ARTICLE V.

The location and post office address of the registered office of the

corporation are 895 Kootenai Cutoff Road, Ponderay, Idaho 83852. The registered agent at the principal office of the corporation is Charles Ashton, D.V.M.

ARTICLE VI.

The total authorized number of par value shares is Four Hundred (400) shares, and the original aggregate par value of the total authorized number of par value shares was Twenty Thousand Dollars (\$20,000.00). All shares herein shall be common stock, and no other stock or type of share shall be issued.

ARTICLE VII.

Shareholders of this corporation may not sell or transfer any shares herein unless such sale or transfer is first approved at a stockholders' meeting specially called for such purpose, said approval to be by not less than a majority of the outstanding stock as provided in these articles, and at such meeting the shareholder proposing to sell or transfer his shares may not have his shares be voted or counted for any purpose, unless all stockholders consent in writing that such stock be voted.

ARTICLE VIII.

No trust agreement or agreements, or any other type of agreements vesting any other person than the shareholder with authority to exercise the voting power of any or all of his stock shall be recognized in any manner at any meeting of the shareholders, directors and officers hereof, or of any of them.

ARTICLE IX

The internal affairs of the corporation shall be governed by the duly-adopted bylaws of the corporation.

ARTICLE X

The number of directors constituting the current board of directors is three (3). The names and address of the persons who are to serve as directors until the next annual meeting of shareholders, or until their successors be elected and qualified, are as follows:

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ARTICLE XI

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

ARTICLE XII

No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duties, except liability for (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or, (D) an intentional violation of criminal law.

DATED to be effective April 1, 2007.

P.O.H., P.C.

BY: Gerald H. Lewis, Jr.
Gerald H. Lewis, Jr. D.V.M., Director

BY: Charles Ashton
Charles Ashton, D.V.M., Director

BY: Bruce Vogel
Bruce Vogel, D.V.M., Director