

ARTICLES OF INCORPORATION

OF

BOISE MOUNTAIN EYE ASSOCIATES, P.C.

FILED EFFECTIVE

IDAHO SECRETARY OF STATE

04/17/2009 09:00
CX: 12291-01: 4671 MI: 389298

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1. The name of the professional corporation is Boise Mountain Eye Associates, P.C..
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.
3. **Corporate purpose.** The purpose for which this professional corporation is organized is for pecuniary profit under the provisions of the Idaho Business Corporation Act of the State of Idaho for the sole and specific purpose of rendering optometric professional service by individuals duly licensed or otherwise legally authorized to render such service and any allied professional service by individuals duly licensed or otherwise legally authorized to perform such service.
4. **Registered Office and Agent.** The registered office of the corporation is 350 N. Milwaukee, Suite 1005, 83788. The registered agent at that address is Todd Allen Stebel.
5. **Incorporators.** The names and addresses of the incorporators are:

Todd Allen Stebel
4094 S. Federal Way, #K104
Boise, Idaho 83716

Holly Lynn Stebel (aka Holly Lynn Zemlicka)
4094 S. Federal Way, #K104
Boise, Idaho 83716
6. **Voting Entitlement of Shares.**
 - 6.1. Except as provided in sections 6.2 and 6.3 of this Article and Article 7, below, providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - 6.2. This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - 6.3. Section 6.2 of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
 - 6.4. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust

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company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

7. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

8. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2) and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
Todd Allen Stebel	4094 S. Federal Way #K104, Boise, ID 83716
Holly Lynn Stebel	4094 S. Federal Way #K104, Boise, ID 83716

All individuals on the board of directors must satisfy the requirements of Section 30-1315, Idaho Code.

9. Terms of Classes or Series of Shares Determined by Board. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of sections 30-1-601, 30-1308, 30-1309A, and 30-1310, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

10. Preemptive Rights. The corporation elects to have preemptive rights.

11. Indemnification. 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 (but, 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).

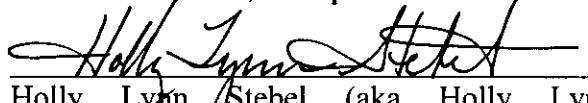
12. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the

amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, we have subscribed these Articles of Incorporation this 14th day of April, 2000.



Todd Allen Stebel, Incorporator



Holly Lynn Stebel (aka Holly Lynn
Zemlicka), Incorporator