

ARTICLES OF INCORPORATION
OF
FAMILY MEDICINE & WELLNESS P.C.
(A Professional Service Corporation)

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To the Secretary of State of the State of Idaho: The undersigned, acting as Incorporator, order to form a Professional Service Corporation under the provisions of the Professional Service Corporation Act, Title 30, Chapter 13, Idaho Code, adopts and submits the following Articles of Incorporation.

I. NAME.

The name of this Corporation is FAMILY MEDICINE & WELLNESS P.C.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS.

A. Purposes. This Corporation is organized for the practice of the allied professional services of medicine and nursing. This Corporation shall further be allowed to make investments as set forth in Idaho Code §30-1307.

B. Powers. This Corporation shall have all the powers specified in the Professional Service Corporation Act and to the extent such powers are not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act, Title 30, Chapter 1.

IV. STOCK CLAUSES.

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

V. REGISTERED OFFICE AND REGISTERED AGENT.

The street address of the registered office of this Corporation is 180 East Avenue, Ketchum, Idaho 83340. The name of the initial registered agent of this Corporation at that address is

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NANETTE FORD, P.A.-C.

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STATE OF IDAHO

VI. MAILING ADDRESS.

The mailing address of this Corporation is P.O. Box 1575, Ketchum, Idaho 83340.

VII. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of one (1) member. The name and address of the person who is to serve as Director until successors elected and qualify is as follows:

NAME

ADDRESS

NANETTE FORD, P.A.-C

P.O. Box 1575, Ketchum, Idaho 83340;
180 East Avenue, Idaho 83340.

VIII. INCORPORATOR.

The name and address of the Incorporator of this Corporation is NANETTE FORD, P.A.-C, P.O. Box 1575, Ketchum, Idaho 83340; 180 East Avenue, Idaho 83340.

IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or outside the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Professional Service Corporation Act, the Idaho Business Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall not receive compensation for their services as Directors. A Director may serve the Corporation in any other capacity and may receive compensation for such services rendered in any form other than Director.

D. Contracts in which Directors Have an Interest. The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest,

whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the Corporation shall provide for the circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

X. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the Shareholders entitled to vote in a meeting of Shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 2nd day of August, 2004.

By: 
NANETTE FORD, P.A.-C
Its: Incorporator

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