

**ARTICLES OF INCORPORATION
of**

**Dan C. Thieme, O.D., P.C.
An Idaho Professional Corporation**

FILED/EFFECTIVE
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STATE OF IDAHO

Recitation

I, the undersigned, the original incorporator herein, do make and file these Articles of Incorporation, for the purpose of forming a corporation under the Idaho Professional Service Corporation Act and, where applicable, the Idaho Business Corporation Act, to do business in the State of Idaho, hereby declaring and certifying that the facts stated herein are true.

**Article I
Name**

The name of the corporation is Dan C. Thieme, O.D., P.C.

**Article II
Resident Agent and Registered Office**

Section 2.01. Resident Agent. The name and street/mailling address of the Resident Agent for service of process is Dan C. Thieme, 1560 N. Crestmont, Ste. A, Meridian, Idaho, 83642.

Section 2.02. Registered Office. The address of the Registered Office is 1560 N. Crestmont, Ste. A, Meridian, Idaho, 83642.

Section 2.03. Other Offices. The corporation may also maintain offices for the transaction of any business at such other places within or outside the State of Idaho as it may from time to time determine.

**Article III
Purpose**

The corporation is organized for the purpose of engaging in the practice of optometry and every phase and aspect of that profession authorized or permitted by the laws of the State of Idaho and the rules and regulations of the State Board of Optometry, but, such professional services shall be rendered only through shareholders, employees, contractors and agents who are duly licensed to practice optometry under the laws of the State of Idaho. This professional corporation shall exist and function in compliance with the Professional Corporation Service Act and in order to properly accomplish the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal.

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appropriate for the rendering of the service of the practice of optometry; to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments; to transact any and all lawful business for which corporations may be incorporated under the laws of Idaho which may be necessary or appropriate for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by law and by these Articles of Incorporation.

Article IV Tax Election

The corporation shall elect to be taxed as an S corporation under the Internal Revenue Code. Accordingly, the corporation shall authorize and issue only one class of stock. The number of stockholders of the corporation shall be limited to 75. Shares of stock will be issued and transferred subject to the stock transfer restrictions set forth herein below. No stockholder, director, or officer shall do any act (including but not limited to the issuance, sale or transfer of stock) which shall contravene or revoke the corporation's election to be taxed as an S corporation.

Article V Shares of Stock

Section 5.01. Number, Class and Characteristics. The total number of shares of authorized capital stock of the corporation shall consist of a single class of ten thousand (10,000) shares of common stock, no par value.

The shares, known as the Common Stock, shall have unlimited voting rights and identical rights to distributions and liquidation proceeds, including entitlement to receive the net assets of the corporation upon dissolution.

Each outstanding share is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

Section 5.02. Issuance of Stock. The Common Stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors. The consideration for issuance of the Common Stock may consist of any tangible or intangible property, including cash, promissory notes, labor done, services performed, or other securities, as may be authorized from time to time by the Board of Directors. The Board of Directors may issue such shares of Common Stock in one or more series.

Section 5.03. Statutory Restrictions on Stock Issuance and Voting. The corporation shall not issue stock to anyone other than a person who is duly licensed to render optometric services. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or

all of his stock.

Section 5.04. No Stock Certificates. The shares of the corporation shall not be represented by certificates. At the time of issue, or within a reasonable time thereafter, the corporation shall send the shareholder a written Statement of Information in compliance with the laws of the State of Idaho. The transfer restrictions set forth in these Articles shall be included on each Statement of Information issued to each shareholder.

Section 5.05. Non-Assessability of Shares. The Common Stock of the corporation, after consideration therefor has been paid, in money, property, or services, as the Board of Directors shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed.

Section 5.06. Transfer Restrictions. All of the issued shares of stock are subject to the following restrictions: (1) except as provided in Idaho Code § 30-13109A, no person who is not licensed to practice optometry may be a shareholder in the corporation; (2) no shareholder may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specially called for such purpose, by a majority of the shareholders. At such shareholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all shareholders consent that such shares be voted; (3) transfer of stock may be made to third parties (not the corporation or a shareholder) only upon a determination by the Board of Directors that such transfer will not void or endanger the corporation's election to be taxed pursuant to subchapter S of the Internal Revenue Code; accordingly, no stockholder shall transfer his shares (i) to a person who does not agree not to revoke such election, or (ii) to a non-resident alien, or (iii) to a trust, corporation, or other organization that may not be a stockholder of a corporation electing under subchapter S, or (iv) to two or more persons if the effect thereof will be to increase the number of stockholders to more than the number permitted by section 1361 of the Internal Revenue Code of 1986. No transfer of shares shall be registered unless prior thereto the person in whose name the shares are to be registered agrees in writing not to try to revoke the S election. Any transferee must agree to be bound by such election and by such transfer restrictions.

Article VI

Distributions and Share Dividends

Section 6.01. Definition of Distribution. A distribution includes any transfer of monies, cash or property dividends, payments by the corporation to purchase its own shares, distributions of promissory notes or indebtedness, and distributions in partial or complete liquidation or voluntary or involuntary dissolution. A distribution does not include a distribution of the corporation's shares to its shareholders, which is deemed a share dividend issued without consideration therefor.

Section 6.02. Authorization. The Board of Directors may authorize and the corporation may make distributions and issue share dividends to its shareholders, subject to any applicable law. If the Board of Directors does not fix the record date for determining shareholders entitled to a share dividend or to a distribution, other than one involving a purchase, redemption or other acquisition of the corporation's shares, it is the date the Board of Directors authorizes the share dividend or distribution.

Article VII Directors and Officers

Section 7.01. Governing Board. The members of the Governing Board of the Corporation shall be styled as directors.

Section 7.02. Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the initial member of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dan C. Thieme	1560 N. Crestmont, Ste. A, Meridian, Idaho, 83642.

This individual shall serve as the Director until the first annual meeting of the stockholders or until his successor(s) shall have been elected and qualified.

Section 7.03. Change in Number of Directors. The number of directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

Section 7.04. Statutory Restrictions Governing Directors and Officers. No person who is not a shareholder may serve as a director of the corporation. The offices of president and secretary shall not be filled by the same person. No person who is not a shareholder may serve as a general officer of the corporation unless the corporation has only one shareholder, in which case the corporation shall have a nonshareholder as the secretary.

Article VIII Statutory Restrictions on Stockholders, Officers, Agents, and Employees

If any officer, shareholder, agent or employee of the corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interests in, the corporation forthwith. If the corporation has only one (1) shareholder, and that shareholder becomes disqualified under Idaho Code § 30-

1309, or dies, the disqualified shareholder or the personal representative of the deceased shareholder may, notwithstanding other provisions of this chapter, exercise the voting rights of the outstanding shares only for the purpose of dissolving the corporation pursuant to Idaho Code §§ 30-1-82 through 30-1-93 or consolidating or merging the corporation pursuant to Idaho Code § 30-1312.

Article IX Incorporator

The name of the incorporator is Dan C. Thieme, whose address is 1560 N. Crestmont, Ste. A, Meridian, Idaho, 83642.

Article X Effective Date and Period of Duration

The effective date of incorporation shall be January 1, 2003. The corporation shall have a perpetual existence.

Article XI Directors' and Officers' Liability

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer in any manner contrary to the laws of the State of Idaho. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect omissions prior to such repeal or modification.

Article XII Indemnity

Section 12.01. Indemnification Rights. Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Idaho

from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Section 12.02. Amendments and Insurance. Without limiting the application of the foregoing, the stockholders or Board of Directors may adopt Bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Idaho, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation.

Section 12.03. Continuation of Indemnification. The indemnification in this Article shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XII

Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said Bylaws, and all rights conferred upon the stockholders are granted subject to this reservation.

Article XIV


Powers of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following: (1) to make, alter, or repeal the Bylaws of the corporation, subject to the Bylaws, if any, adopted by the stockholders; (2) to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation; (3) to authorize the guaranty by the corporation of securities, evidences of indebtedness, and obligations of other persons, corporations, and business entities; (4) to set apart out of any of the funds of the corporation available for distributions a reserve or reserves for any proper purpose.

and to abolish any such reserve; and (5) to authorize the corporation by its officers or agents to exercise all such powers and to do all such acts and things as may be exercised or done by the corporation, except and to the extent that any such statute shall require action by the stockholders of the corporation with regard to the exercising of any such power or the doing of any such act or thing.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercise or done by the corporation, except as otherwise provided herein and by law.

IN WITNESS HEREOF, I have hereunto set my hand this 28 day of Dec, 2002, hereby declaring and certifying that the facts stated hereinabove are true.



Dan C. Thieme
Incorporator/Director