

**FILED/EFFECTIVE**

AUG 29 2 00 PM '00

**ARTICLES OF INCORPORATION  
OF  
GENESIS MEDICAL CENTER, P.A.**

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the *Idaho Professional Service Corporation Act*, Title 30, Chapter 13, *Idaho Code*, does hereby certify, declare, and adopt the following Articles of Incorporation:

I.

The name of the Corporation shall be GENESIS MEDICAL CENTER, P.A.

II.

The nature of the business, or the object or purpose to be transacted, promoted, or carried on by the Corporation, is:

(1) To provide medical and chiropractic physician services; and

(2) To transact any other lawful business for which a corporation may be incorporated under the *Idaho Business Corporation Act*.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred thousand (100,000) shares of no-par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have a perpetual existence.

ARTICLES OF INCORPORATION - 1.

IDaho SECRETARY OF STATE

08/29/2000 09:00  
CK: 4456 CT: 15311 DN: 344817

1 @ 100.00 = 100.00 CORP # 2

C 135380

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be at least two (2), but not more than five (5). The directors need be neither stockholders of the Corporation, nor residents of the state of Idaho. However, they must each be licensed persons as is required by the provisions of the *Idaho Professional Service Corporation Act*.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
KARL N. WATTS	10255 W. Overland Road Boise, Idaho 83709
SUSANNE R. DILLON	10255 W. Overland Road Boise, Idaho 83709
RICHARD L. TWEEDT	10255 W. Overland Road Boise, Idaho 83709

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts.

VII.

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or

officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

#### VIII.

Meetings of the stockholders may be held outside the state of Idaho if the Bylaws so provide. Subject to any provision contained in any statute, the books of the Corporation may be kept outside the state of Idaho at such place or places as may be designated from time to time either by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

#### IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

#### X.

The name and place of residence of the incorporator is as follows:

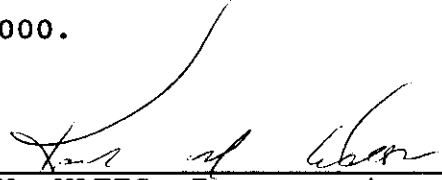
<u>Name</u>	<u>Address</u>
KARL N. WATTS	10416 Shadybrook Drive Boise, Idaho 83704

#### XI.

The registered office of this Corporation in the state of Idaho shall be 10255 W. Overland Road, Boise, Idaho 83709 or such other place within the county of Ada as the Board of Directors may

hereafter determine. The name of the registered agent at such address is KARL N. WATTS.

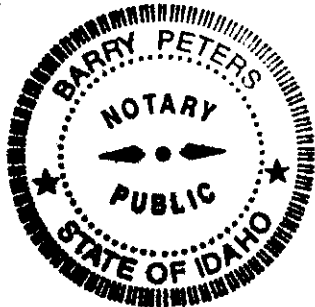
DATED this 28<sup>th</sup> day of August, 2000.


  
KARL N. WATTS, Incorporator

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 28<sup>th</sup> day of August, 2000, before me, the undersigned Notary Public in and for the state, personally appeared KARL N. WATTS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



  
Notary Public for Idaho  
Residing at Eagle, Idaho  
My commission expires: 02/20/02

CORPSZ\4670A^01.P14

ARTICLES OF INCORPORATION - 4.

**BARRY PETERS**

Attorney at Law, P.A.  
Admitted to Practice in Idaho & California

101 Eagle Glen Lane, Suite A  
Eagle, Idaho 83616

Telephone: (208) 939-2600  
Facsimile: (208) 939-2692

NUMBER OF PAGES BEING TRANSMITTED = 1  
IF ALL PAGES ARE NOT RECEIVED, PLEASE TELEPHONE MARY AT (208) 939-2692

TIME SENT: 8:45 A.M.  
THE ORIGINAL OF THIS TELECOPY WILL BE SENT BY REGULAR MAIL

FAX NUMBER: (208) 344-2080

September 1, 2000

Idaho Secretary of States Office  
Post Office Box 83720  
Boise, Idaho 83720

Re: Genesis Medical Center, L.C.

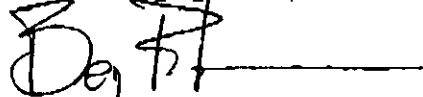
Dear Secretary of State:

This office represents Drs. Karl N. Watts and Susanne R. Dillon, who are the sole members of Genesis Medical Center, L.C.

I am submitting for filing with this letter Articles of Incorporation for a new corporation which will also bear the name of Genesis Medical Center. Please be advised that Drs. Watts and Dillon will dissolve their limited liability company within thirty (30) days. As such, the new corporation has the permission of the limited liability company to for the utilization of the same name.

Please call if you have any questions in this regard.

Cordially yours,



Barry Peters

BP:mmg  
Enclosure

cc: Karl N. Watts  
Susanne R. Dillon

CORPORATION\4354A\09.L14

00 SEP - 1 11 0:47  
STATE OF IDAHO