

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

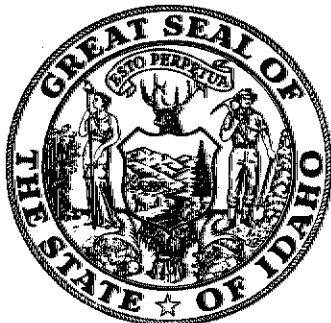
IDAHO CLIPS, INC.

File number C 116910

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 24, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sei Smock*

**ARTICLES OF INCORPORATION**  
**OF**  
**IDAHO CLIPS, INC.**

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KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

1. NAME:

The name of the corporation is:

IDAHO CLIPS, INC.

2. DURATION:

The corporation is to have perpetual existence.

3. PURPOSE AND POWERS:

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Act (Idaho Code Section 30-1-3). The corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

4. SHARES:

The authorized amount of capital of this corporation shall be, and is, 1,000,000 shares of stock with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$1,000,000.00, which such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

IDAHO SECRETARY OF STATE  
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SECRETARY OF STATE  
STATE OF IDAHO  
#:

5. PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be offered first to the stockholders of the corporation.

6. INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

	<u>Physical Address</u>
Registered Office:	8708 Fairview Avenue Boise, ID 83704
Registered Agent:	Larry A. Tansey, M.D.

7. DIRECTORS:

The number of Directors of the corporation shall be as specified from time to time in the By Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By Laws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of Directors shall be one (1), who shall serve until such Director's successors are hereafter elected and qualified, and who shall be:

<u>Director's Name</u>	<u>Address</u>
Larry A. Tansey, M.D.	8708 Fairview Avenue Boise, Idaho 83704

8. INCORPORATOR:

The name and post office address of the incorporator is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
Larry A. Tansey, M.D.	8708 Fairview Avenue Boise, Idaho 83704

9. OTHER PROVISIONS:

9.1. Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2. Shareholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

9.3. Shareholder and Officer Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person

did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 17 day of October, 1996.



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Larry A. Tansey, M.D., Incorporator