

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

FRANCIS K. SPAIN, M.D., P.A.

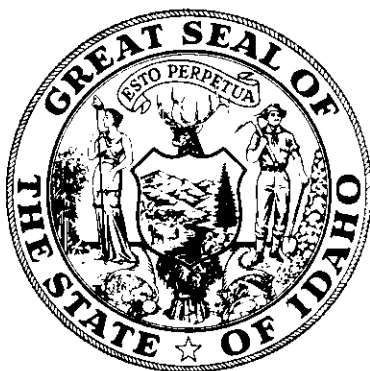
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

FRANCIS K. SPAIN, INC.

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ **July 3** \_\_\_\_\_, 19 **86** \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*John J. Clark*

Corporation Clerk

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SEC. OF STATE

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ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FRANCIS K. SPAIN, M.D., P.A.

Articles of Amendment and Restatement of the Articles of Incorporation of Francis K. Spain, M.D., P.A. are herein executed by said corporation pursuant to the provisions of the Idaho Uniform Business Corporation Act, and the amendments shall be as follows:

AMENDED

ARTICLE I. NAME

The name of the corporation shall be  
FRANCIS K. SPAIN, INC.

ARTICLE II. DURATION

The corporation's duration shall be perpetual.

AMENDED

ARTICLE III. PURPOSES

The purpose and objects of this corporation are as follows:

1. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

a. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation; provided, that the money or property of the corporation shall not be used for

purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

- b. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in bonds, debentures, notes and other securities and obligations of this corporation.
- c. To borrow money and give security therefore.
- d. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- e. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interest of the corporation or enhance the value or render profitable any of its property or rights.
- f. To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefore, may not at the time lawfully carry on or do.

#### ARTICLE IV. PRE-EMPTIVE RIGHTS

Shareholders of this corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the corporation.

#### ARTICLE V. REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of the corporation and the name of the initial registered agent at that address is: Francis K. Spain, 127 South Washington, Moscow, Idaho 83843.

#### ARTICLE VI. CAPITAL STOCK

The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized	25,000
Total capital stock	\$ 25,000
Par value	\$1.00 per share

#### ARTICLE VII. PAID-IN CAPITAL

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

#### AMENDED

#### ARTICLE VIII. DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than one nor more than nine.

1. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reasons of any fiduciary relationship to

the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the detail or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and binding as though ratified by every shareholder of the corporation.

5. The first directors of this corporation shall be one in number and his post office address is as follows:

<u>Name</u>	<u>Post Office Address</u>
Francis K. Spain	2405 Kathy Avenue Moscow, ID 83843

The term of the first director shall be until the first annual meeting of the stockholders of the corporation and until their successors are elected and qualified.

#### AMENDED

#### ARTICLE IX. INCORPORATORS

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

<u>Name</u>	<u>Post Office Address</u>
Francis K. Spain	2405 Kathy Avenue Moscow, ID 83843

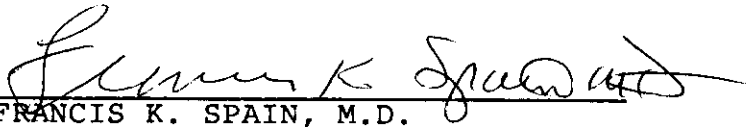
The foregoing amendments were duly adopted by the shareholders of the corporation on April 29, 1986.


The number of shares outstanding of corporation is 100, all of which are entitled to vote and which voted for and against said amendment was as follows:

For Amendment	100 shares
Against Amendment	0 shares

The amendment does not effect a change in the amount of stated capital and does not provide for cancellation, exchange or reclassification of issued shares of the corporation.

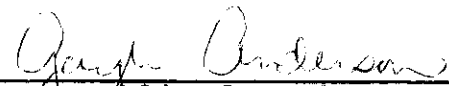
IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 30 day of June, 1986.

  
FRANCIS K. SPAIN, M.D.  
President

  
FRANCIS K. SPAIN, M.D.  
Secretary

STATE OF IDAHO           )  
                                  : ss.  
County of Latah         )

I, Gayle Anderson, a notary public, do hereby certify that on this 30 day of June, 1986, personally appeared before me Francis K. Spain, M.D., who, being by me first duly sworn, declared that he is the President and Secretary of Francis K. Spain, M.D., P.A., that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Cynese  
My Commission Expires: 3-15-87