

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

D. BYRON KELLEY, D.D.S., CHARTERED

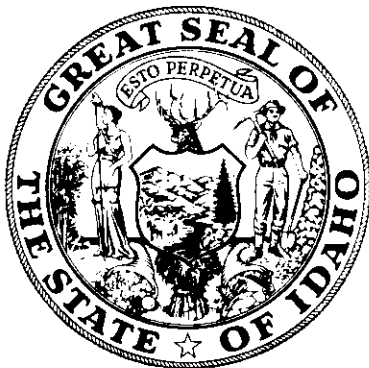
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

D. BYRON KELLEY, D.D.S., CHARTERED,

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: November 19, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Penny Gursaa*

ARTICLES OF INCORPORATION  
OF  
D. BYRON KELLEY, D.D.S., CHARTERED

THE UNDERSIGNED, Subscriber to these Articles of Incorporation, a natural person competent to contract, and dentist duly licensed to render services as such under the laws of the State of Idaho, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Idaho.

ARTICLE I

NAME

The name of this corporation is D. BYRON KELLEY, D.D.S., CHARTERED.

ARTICLE II

NATURE OF BUSINESS

The purpose for which the corporation is organized are:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist, duly licensed under the laws of the State of Idaho, is authorized to render, together with allied professional services as defined in Idaho Code, Section 30-1303(3), but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice dentistry or allied professional services therein.

To own real and personal property necessary or appropriate for the rendering of the professional services authorized by these Articles of Incorporation and to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment whatsoever.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

The corporation hereby elects to be governed by the provisions of the Idaho Professional Service Corporation Act, and the corporation and its shareholders shall have all of the powers and shall enjoy all of the rights, privileges and immunities thereunder.

### ARTICLE III

#### CAPITAL STOCK

The aggregate number of shares of stock which this corporation has authority to issue is One Hundred (100) shares of common stock having a nominal or par value of Ten Dollars

(\$10.00) per share. Such shares shall consist of one class of stock only. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice dentistry or an allied professional service in the State of Idaho. The corporation shall be authorized to issue its common stock pursuant to such plans as it may from time to time adopt in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, and the Board of Directors shall be authorized to adopt a written plan for such issuance.

#### ARTICLE IV

##### TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

#### ARTICLE V

##### ADDRESS

The address of the corporation's initial registered office in the State of Idaho shall be 35 South State, Preston, Idaho, 83263, and the name of its initial registered agent at such address is D. BYRON KELLEY, D.D.S.

#### ARTICLE VI

##### INITIAL DIRECTOR

The name and post office address of the individual constituting the initial Board of Directors of the corporation, to serve as director until the first annual meeting of shareholders or until his successor is elected is:

| <u>NAME</u>             | <u>ADDRESS</u>                         |
|-------------------------|----------------------------------------|
| D. BYRON KELLEY, D.D.S. | 35 South State<br>Preston, Idaho 83263 |

For such time as the corporation shall have less than three (3) shareholders, it shall have the same number of directors as it has shareholders. At any such time at which the corporation has three (3) or more shareholders, it shall have not less than three (3) nor more than five (5) directors.

## ARTICLE VII

### INCORPORATION

The name and post office address of the incorporator and subscribed to these Articles of Incorporation, being a dentist, duly licensed under the laws of the State of Idaho to render services as such, is:

| <u>NAME</u>             | <u>ADDRESS</u>                         |
|-------------------------|----------------------------------------|
| D. BYRON KELLEY, D.D.S. | 35 South State<br>Preston, Idaho 83263 |

## ARTICLE VIII

### VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of its shares.

## ARTICLE IX

### RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-laws, adopted by the shareholders of corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders,

as provided in Idaho Code, Section 30-1-23A. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, by reason of his or her qualification to practice dentistry or allied professional services in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice dentistry or allied professional services in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by the corporation in accordance with the By-laws adopted by the shareholders. If at a time when the corporation has only one (1) shareholder and that shareholder becomes disqualified to practice dentistry or allied professional services, or dies, the disqualified shareholder or the personal representative of the deceased shareholder, may exercise the voting rights of outstanding shares of the corporation's stock only for the purpose of dissolving the corporation pursuant to Sections 30-1-82 through 30-1-93, Idaho Code.

#### ARTICLE X

##### ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

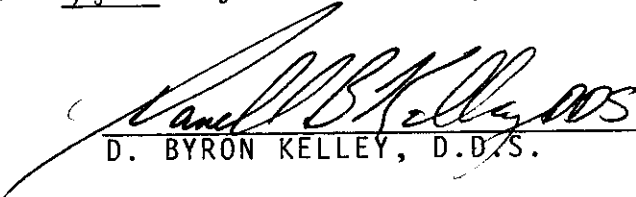
1. Widow's death benefit plan;
2. Group Insurance plan;
3. Medical reimbursement plan;
4. Disability and wage continuation plan;
5. Pension plan;
6. Profit-sharing plan;
7. Stock bonus plan;
8. Thrift and savings plan;
9. Restricted stock option plan; or
10. Other retirement or incentive compensation plans.

ARTICLE XI

BY-LAWS

Other provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-laws of the corporation.

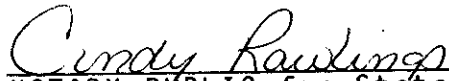
IN WITNESS WHEREOF, The incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of November, 1981.

  
D. BYRON KELLEY, D.D.S.

STATE OF IDAHO        )  
                              )  
County of Franklin    )

On this 18<sup>th</sup> day of November, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared D. BYRON KELLEY, D.D.S., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC for State of Idaho  
Residing at Preston, Idaho