

# Articles of Amendment to and Restatement of Articles of Incorporation of Snake River Cardiology Associates, P.C.

Pursuant to the provisions of sections 30-1-1003 - 1007 of the Idaho Business Corporation Act, the corporation adopts the following amendments to its articles of incorporation:

The following amendments to the articles of incorporation were adopted by the shareholders of the corporation on June 1, 1998, in a manner prescribed by the Idaho Business Corporation Act:

## 1. Name of corporation

The name of the corporation shall be: Idaho Heart Institute P.C.

## 2. Purposes

The purpose of the corporation is to transact the business of medicine, and allied professional services.

## 3. Term

The corporation shall have a perpetual existence.

## 4. Registered office and registered agent

The registered office of the corporation shall be at 2105 Coronado Street, Idaho Falls, Idaho. The registered agent of the corporation at that address shall be Winston V. Beard.

## 5. Capitalization

The corporation shall have authority to issue 1,000 shares, all in one class, no par value.

## 6. Incorporators

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

Robert W. Cameron, M.D., F.A.C.C.  
1819 Hoopes Avenue  
Idaho Falls, Idaho 83404

## 7. No board of directors

Pursuant to Idaho Code sections 30-1-801 and 30-1-732, and a shareholder agreement, the corporation shall have no board of directors. The corporation shall be managed by its shareholders. The shareholders shall be considered designated directors for purposes of satisfying any legal requirement that a transaction or document be approved by a board of directors or a corporation.

## 8. Preemptive rights

The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares.

## 9. Shareholders and Shares

The corporation is a professional corporation as defined under Idaho Code section 30-1303(2). Because of this, the following provisions govern the shareholders and shares of the corporation:

a. Only a natural individual can become a shareholder and only if he or she is licensed to practice medicine in the state of Idaho, is actively practicing medicine in the state of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation. Idaho Code section 30-1303(2).

b. The voting rights associated with each share may not be voted by agreement or any other type of arrangement vesting another person with authority to exercise the voting power of any of his or her shares. Idaho Code section 30-1308.

c. If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice medicine within the state of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of medicine, (3) dies, (4) is adjudicated incompetent, or (5) retires, he shall no longer be employed by the corporation and the corporation shall redeem his shares in accordance with a shareholders agreement entered into by the shareholders of the corporation. All employment agreements between the corporation and its employees shall incorporate the provisions of this paragraph. Idaho Code section 30-1309.

d. No shareholder may sell or transfer his shares except to, or with the consent of, the corporation.

All the corporation's outstanding shares were voted in favor of the resolution adopting the foregoing amendments to the articles of incorporation.

The effective and adoption date of the amendments was JUN 22, 1998

Dated: June 22 1998

Snake River Cardiology Associates, P.C.

By Robert W. Cameron  
Robert W. Cameron, M.D., F.A.C.C.  
Its President

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Transfer of Reserved Name

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SECRETARY OF STATE

On June 4, 1998, I filed an application to reserve the corporate name "Idaho Heart Institute P.A."

2. Transfer of Reserved Name

Pursuant to Idaho Code section 30-1-402, I transfer the reservation of the name "Idaho Heart Institute P.A." to the following corporation:

Snake River Cardiology Associates, P.C.  
1819 Hoopes Avenue  
Idaho Falls, Idaho 83404

Date: June 22, 1998

Jarin O. Hammer  
Jarin O. Hammer

IDAHO SECRETARY OF STATE

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