



CERTIFICATE OF INCORPORATION  
OF

WEST ORTHOPEDIC, P.A.

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: August 01, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Kucala*

## ARTICLES OF INCORPORATION

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SECRETARY OF STATE

1. The name of the corporation is WEST ORTHOPEDIC, P.A.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of the practice of medicine and surgery and all activities necessary, suitable or convenient to the practice of medicine and surgery.
4. It shall have authority to issue 100 shares, all in one class, without par value.
5. The address of its initial registered office is 683 No. Capital, Idaho Falls, Idaho 83402. The name of its initial registered agent at such address is Winston V. Beard.
6. The number of directors constituting its initial board of directors is one, whose name and address is:

Gregory G. West, 2001 So. Woodruff, Idaho Falls, Idaho 83404.

Only shareholder may be directors of the corporation.

7. The name and address of each incorporator is:

Gregory G. West, 2001 So. Woodruff, Idaho Falls, Idaho 83404.

8. The following provisions shall govern the shares and shareholders of the corporation:
  - A. Only a natural individual can become a shareholder and only if he or she is licensed to practice medicine and surgery in the State of Idaho, is actively practicing medicine and surgery 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.
  - B. The voting rights associated with each share may not be voted by agreement or any other arrangement vesting another person with authority to exercise the voting power of any of his or her shares.
  - C. If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice medicine and surgery with the State of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of medicine or surgery, (3) dies, (4) is adjudicated incompetent, or (5) retires, he shall no longer be employed by the corporation. At that time the corporation shall either (i) immediately redeem the shares owned by that person, (ii) recognize as a new shareholder another professional to whom the shares have been transferred, (iii) dissolve,

consolidate, or merge, or (iv) convert from a professional association to a corporation for profit under the Idaho business corporation act.

- D. No shareholder may sell or transfer his shares except to the corporation or another individual who is eligible to be a shareholder of this corporation. A sale or transfer may be made only after it has been approved by a majority vote at a shareholder's meeting specially called for that purpose. If the corporation has previously passed a bylaw, adopted a resolution, or approved an agreement governing the sale or transfer of shares, it must approve of any sale or transfer made in conformity with such bylaw, resolution or agreement. At the shareholder's meeting, the shares of stock held by the shareholder proposing the sale or transfer of his shares may not be voted or counted for any purpose, unless all shareholders consent to the voting of his stock.
- E. The board of directors may adopt bylaws governing the redemption of any shares pursuant to paragraph 8C. The board of directors may also by resolution approve shareholder cross purchase agreements. The corporation may enter into share redemption agreements with shareholders. If no such bylaws, resolutions or agreements are in effect, the corporation shall redeem shares under paragraph 8C at the value the board, after having received competent disinterested advice, determines to be their fair market value.

Dated: July \_\_, 1991

  
signature - incorporator

Gregory G. West  
printed - incorporator

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