

ARTICLES OF INCORPORATION
of

ANTHONY J. BRANZ, M.D., P.C.

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STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned citizen of the United States of America, over the age of twenty-one years, do hereby voluntarily form a domestic professional services corporation under and by virtue of the laws of the State of Idaho, and I do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

NAME

The name of this corporation is, and shall be ANTHONY J. BRANZ, M.D., P.C.

ARTICLE II

PURPOSE

The purpose or purposes for which the corporation is organized are:

- 2.1 The transaction of any or all lawful business for which a professional corporation may engage in under the Professional Service Corporation Act.
The specific purpose is for the practice of medicine.

ARTICLE III

EXISTENCE

The corporate existence of this corporation shall be perpetual.

ARTICLE IV

REGISTERED AGENT AND OFFICE

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P.C. - PAGE 1

IDAHO SECRETARY OF STATE

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The registered agent shall be and the location and post office and physical address of the corporation's registered office in the State of Idaho shall be: Jennifer K. Branz, P.O. Box 651, 136 West Oak, Osburn, Idaho 83849.

ARTICLE V

SHARES

This corporation shall be capitalized for \$1,000,000. The total authorized stock of this corporation shall be divided into 1,000,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

No shareholder of this corporation may sell or transfer his or her shares in such corporation except to another individual who is eligible to be a shareholder in this corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the By-laws. This corporation, through its Board of Directors or its shareholders, may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares, by the corporation, at prices and in a manner set forth in the By-laws; provided, however, any provisions in the By-laws may not be invoked at any time or in any manner that would impair the capital of the corporation.

ARTICLE VI

POWERS & MEMBERSHIP

The corporate powers of this corporation shall be vested in a Board of Directors of not less than one (1) and no more than three (3) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors.

No person who is not licensed or otherwise legally authorized to practice medicine may be a shareholder in this corporation. No person who is not a shareholder may serve as a Director of this corporation.

Membership in this corporation, including officers, directors and shareholders, shall be as provided in Idaho Code Section 30-1315 and other applicable provisions of the Professional Service Corporation Act.

ARTICLE VII

INCORPORATORS

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

Michael K. Branstetter
P.O. Box 709
Wallace, ID 83873

ARTICLE VIII

DIRECTORS

The name and address of the initial Board of Directors is as follows:

Anthony J. Branz, M.D.
P.O. Box 651
136 West Oak
Osburn, ID 83849

ARTICLE IX

BY-LAWS

In addition to the power conferred upon the shareholders by law to make, amend or repeal by-laws for this corporation, the Directors shall have the power to repeal and amend the By-laws and adopt new by-laws, but such powers may be executed only by a majority of the whole Board of Directors. The Directors shall also have the power to amend these Articles of Incorporation to the extent allowed by law.

ARTICLE X

DISQUALIFICATION

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser or otherwise; so long as he or she meets the requirements of the Professional Service Corporation Act; and so long as any transaction or contract with the corporation is entered in compliance with those statutory provisions, said transaction or contract shall be a valid and enforceable obligations of the corporation.

ARTICLE XI

INDEMNIFICATION

Officers and directors of the corporation shall not be indemnified by the corporation to the fullest extent allowed by law.

IN WITNESS WHEREOF, I have hereunto set my hand in duplicate this ____ day of August, 2000.

Michael K. Branstetter
Michael K. Branstetter, Incorporator

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Chris L. Allen, a Notary Public, do hereby certify that on this 8th day of August, 2000, personally appeared before me, MICHAEL K. BRANSTETTER, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator (director) and that the statements therein contained are true.



Chris L. Allen
Notary Public in and for the State of Idaho
Residing at: Asburn, Idaho
My Commission expires: 5-13-02