

ARTICLES OF INCORPORATION
OF

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CANYON PET RESORT & WELLNESS, P.A.

SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the corporation is Canyon Pet Resort & Wellness, P.A.

2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 1,000, all of which shall be common voting stock having a par value of \$0.01 per share.

3. **Registered office and agent.** The registered office of the corporation is 200 North Happy Valley Road, Nampa, Idaho 83687, and its registered agent at that address is Joelene K. Gould.

4. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code, and subject to the provisions of Idaho Code Section 30-1315. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the persons to serve as directors until the first annual meeting of shareholders or until their successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Jared A. Gould	200 North Happy Valley Road Nampa, Idaho 83687

5. **Purposes.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporation Act, which shall include, but which shall not be limited to, engaging in a veterinary clinic and animal boarding facility.

This corporation may render professional services in the practice of veterinary medicine only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of veterinary medicine to the public within the State of Idaho.

No shares of stock of this corporation may be issued to anyone other than an individual who is duly licensed to practice veterinary medicine in the State of Idaho under the provisions of Title 30, Chapter 13, Idaho Code.

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6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Incorporator.** The name of the incorporator is C. Clayton Gill, P. O. Box 829, Boise, Idaho 83701.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation the 21st day of July, 2011.



C. Clayton Gill, Incorporator