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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MOUNTAIN LAKES REHAB, P.C.

IDAHO SECRETARY OF STATE

04/04/2000 09:00
CX: 31109 CT: 67242 IN: 305549

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1. Name. The name of the corporation is Mountain Lakes Rehab, P.C.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 266 Moonridge Drive, McCall, Idaho 83638 and its registered agent at that address is Brenda Wanke.
4. Incorporator. The name of the incorporator is Brenda Wanke and the incorporator's address is 266 Moonridge Drive, McCall, Idaho 83638.
5. Initial Directors.

Brenda Wanke
266 Moonridge Drive
McCall, Idaho 83638
6. Corporate purpose. The purposes for which this corporation is organized are for, specifically providing professional services related to psychiatric nursing and psychosocial rehabilitation, and shall be and are:
 - A. To engage in rendering or offering to render to the public any services pertaining to the prevention and treatment of mental disorders.
 - B. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, to own real and/or personal property necessary for the rendering of the above specified professional services as permitted by Chapter 13, Title 30, Idaho Code.
 - C. To purchase, hold, sell and reissue the shares of the stock of this corporation.
 - D. To issue shares of stock of this corporation to any person provided that no such shares may be issued to anyone other than an individual who is duly licensed to practice nursing in the state of Idaho.
 - E. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or nonnegotiable, whether secured or unsecured.
 - F. For the purpose of securing any or all of its contracts, obligations or

liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

G. It is the intention of the incorporator of this corporation that the foregoing clauses shall be construed both as objects and powers and not as limitations upon such powers, except where such limitations may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation but that said corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove name, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and which is permitted under Chapter 13, Title 30, Idaho Code, under which this corporation is organized or the then applicable law.

7. This corporation shall be subject to the following specific limitations:

A. No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

B. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public in the practice of nursing as defined in Idaho Code, becomes legally disqualified to render such professional service within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall forthwith sever all employment with, and financial interests in, the corporation; provided, however, if the corporation has only one shareholder and that shareholder dies or becomes disqualified, voting rights may be exercised as provided in Section 30-1309A, Idaho Code, for the purpose of dissolving the corporation.

C. No shareholder of this corporation may sell or transfer his or her shares of stock, of this corporation except to another individual who is licensed to provide nursing services pursuant to Idaho Code; and such sale or transfer may be made only after the same is approved at a shareholders meeting specifically called for such purpose by not less than a majority of the outstanding stock of this corporation. The board of directors or shareholders of this corporation may adopt bylaws or agreements further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

D. This corporation may consolidate or merge with another professional corporation organized to render the specific professional services for which this corporation is formed only as provided by Section 30-1312, Idaho Code.

E. This corporation may render professional services in the practice of

nursing 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 nursing to the public within the state of Idaho.

8. 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. The number of directors constituting the initial board of directors shall be 1, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Brenda Wanke
266 Moonridge Drive
McCall, Idaho 83638

9. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

10. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by 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 Business Corporation Act permitted the corporation to provide prior to such amendment).

11. 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 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.

I, the incorporator, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, hand and seal this 3rd day of April, 2000.

Brenda Wanke
BRENDA WANKE