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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
ALAN R. SMITH, O.D., P.C.
AN IDAHO PROFESSIONAL CORPORATION**

ARTICLE I – NAME

The name of this Corporation is ALAN R. SMITH, O.D., P.C.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The purpose for which this Corporation is organized is to engage in every phase and aspect of rendering optical services to the public as an optometrist duly licensed under the laws of the State of Idaho, and generally to make investments as permitted under the Idaho Professional Service Corporation Act, as amended, including any amendments to said Act after the formation of this Corporation.

ARTICLE IV – POWERS

This Corporation shall have all the powers granted to corporations organized under the Idaho Business Corporation Act, as amended, except for such limitations thereon as may be imposed by the Idaho Professional Service Corporation Act, as amended, including any additional powers granted or limitations imposed by amendments to said Acts after the formation of this Corporation.

ARTICLE V – CAPITAL STOCK

The total number of shares which this Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock of no par value which shall be the only class of shares of this Corporation.

ARTICLE VI – RESTRICTIONS ON SALE OR TRANSFER OF SHARES

Each shareholder in this Corporation shall provide for the redemption or cancellation of all shares owned by him which are transferred to any person or entity ineligible under the Idaho Professional Service Corporation Act, as amended, to be a shareholder in this Corporation, whether such transfer be voluntary, involuntary or by operation of law.

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ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

A. The first registered agent of this Corporation in the State of Idaho is Alan R. Smith, O.D.

B. The address of the first registered agent and the first registered office of this Corporation in the State of Idaho is 2583 Miranda, Meridian, ID 83642.

ARTICLE VIII – DIRECTORS

A. This Corporation shall have at least one (1) director, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of one (1) director(s).

B. The name and address of the first Director of this Corporation are as follows:

Alan R. Smith, O.D.
2583 Miranda
Meridian, ID 83642.

C. The term of the first Director shall be until the first annual meeting of the shareholders of the Corporation and until their successors shall have been elected and are qualified, unless removed in accordance with the provisions of the bylaws.

ARTICLE IX – CONFLICTING INTERESTS

This Corporation may enter into contracts and otherwise transact business with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate this Corporation upon such contracts or transactions. In the absence of fraud, no such contracts or transactions shall be void or voidable and no such directors, officers or shareholders shall be held liable to account to this Corporation for any profit or benefit realized by them through such contracts or transactions despite such interests or their fiduciary relationship, if any, to this Corporation. In the case of directors and officers of this Corporation (but not in the case of shareholders who are not directors or officers), for the foregoing provisions to be available to such directors or officers the nature of the interests of such directors or officers (but not necessarily the details) must have been disclosed to the Board of Directors of the corporation at or prior to the meetings at which said contracts or transactions were authorized or confirmed. A general notice that directors or officers of this Corporation are interested in any other corporation, association, firm or entity shall be sufficient disclosure with respect to all contracts and transactions with such corporation, association, firm or entity.

ARTICLE X – RESERVED RIGHTS

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or as permitted by statute. All rights of shareholders of this Corporation are granted subject to this reservation.

ARTICLE XI – PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE XII – CUMULATIVE VOTING

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the Corporation, multiplied by the number of Directors to be elected.

ARTICLE XIII – INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by Idaho law at the time this Article becomes effective or as may be thereafter in effect, this Corporation is authorized to indemnify any director of this Corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article XIII shall not adversely affect any right of a director of this Corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

ARTICLE XIV – DISTRIBUTION FROM CAPITAL SURPLUS

This Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares and to make other distributions permitted by the laws of the State of Idaho to the extent of both its unrestricted and unreserved capital surplus.

ARTICLE XV – LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law at the time this Article becomes effective or as may thereafter be in effect, a director of this Corporation shall not be liable to this Corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article XV shall not adversely affect any right of a director of this Corporation hereunder with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XVI – INCORPORATOR

The name and address of the incorporator, who is an individual legally authorized to render optical services in the State of Idaho, are as follows:

Alan R. Smith, O.D.
2583 Miranda
Meridian, ID 83642.

IN WITNESS WHEREOF the incorporator hereinabove named has hereunto set his hand in duplicate effective the 1st day of June, 2002.



ALAN R. SMITH