

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

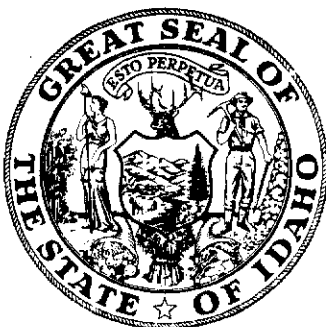
RICHARD L. ELLIOT, M.D., P.A.

File number C 117480

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: December 19, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa A. Hartley*

## ARTICLES OF INCORPORATION

Dec 19 9 07 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Professional Service Corporate Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is Richard L. Elliott, M.D., P.A.
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSES:** This corporation may render to the public the professional services that a medical doctor specializing in opthamology duly licensed under the laws of the State of Idaho is authorized to render, together with allied professional services as defined in Idaho Code Section 30-1303(3), but such professional services shall be rendered only through officers, employees and agents who are legally authorized under Idaho law to practice the above profession. The Corporation may transact any and all lawful business to further the above corporate purpose, so long as said transaction is not prohibited by the Idaho Business Corporate Act, the Idaho Professional Service Corporate Act or the professional ethics for the above profession.
4. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at 1.00 par value common stock.
5. **NO PREEMPTIVE RIGHTS:** Shareholders shall have no preemptive rights.

IDAHO SECRETARY OF STATE  
DATE 12/19/1996 0900 48319

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6. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the Corporation's By-Laws, including restrictions on transfer of shares.

7. **REGISTERED AGENT AND OFFICE:** The initial registered agent is:

Richard L. Elliott, M.D.

and the initial registered office is:

500 S. 11th  
Pocatello, ID 83201

8. **BOARD OF DIRECTORS:** All shareholders shall be directors and one (1) individual shall constitute the initial Board of Directors and will serve until the first annual shareholder meeting or until a successor is elected and qualified. The director's name and address is:

NAME	ADDRESS
Richard L. Elliott, M.D.	246 N. 18th Avenue Pocatello, ID 83201

9. **INCORPORATOR:** The name and address of the incorporator is:

NAME	ADDRESS
Richard L. Elliott, M.D.	246 N. 18th Avenue Pocatello, ID 83201

10. **STOCK TRANSFER RESTRICTIONS:** The transfer of stock in this Corporation shall be restricted by Idaho Code Section 30-1310; stock may not be sold or transferred or held by an individual who is not legally authorized under Idaho law to render the professional services as set forth in Article 3, except as allowed by Idaho Code Section 30-1309A upon the death or disqualification of a shareholder. The Board of Directors may adopt in the By-Laws additional restraints on alienation so long as they

are not barred by Idaho Code Section 30-1310, other provisions of the Idaho Professional Service Act, the Idaho Business Corporation Act or professional ethics.

DATED this 17 day of December, 1996.

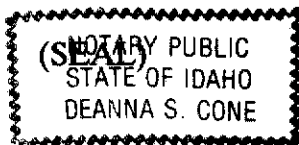
Richard L. Elliott M.D.  
Richard L. Elliott, M.D., Incorporator

STATE OF IDAHO)  
:SS  
County of Bannock )

On this 17TH day of DECEMBER, 1996, before me, the undersigned Notary Public, in and for said State, personally appeared Richard L. Elliott, M.D., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

Deanna S. Cone  
NOTARY PUBLIC-STATE OF IDAHO  
My Commission Expires: 1099



LAW OFFICES  
**JONES, CHARTERED**  
415 SOUTH ARTHUR  
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POCATELLO, IDAHO 83204-0967

LAMONT JONES  
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M. THOMAS JOLLEY

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E-MAIL: joneslaw@poky.srv.net

December 17, 1996

Secretary of State  
Statehouse  
Boise, Idaho 83720

ATTENTION: Corporate Clerk

RE: Richard L. Elliott, M.D., P.A.

Dear Clerk:

Enclosed please find duplicate originals of the Articles of Incorporation for the above-named entity. I also enclose a letter from Richard L. Elliott, Inc. in Yorba Linda, CA giving Richard L. Elliott, M.D., permission to use the name Richard L. Elliott, M.D., P.A. for his corporation.

Also enclosed is a firm check in the sum of \$100.00 for the filing fee.

Please forward the Certificate of Incorporation to me.

Sincerely,



Thomas J. Holmes

TJH/dac  
elliott12.044

Enclosures  
cc: Dr. Richard Elliott

DEC 19 3 07 PM '96  
SECRETARY OF STATE  
IDAHO