



**CERTIFICATE OF INCORPORATION
OF**

WOMEN'S MEDICAL CLINIC, P.A.

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: **June 29, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION
OF
WOMEN'S MEDICAL CLINIC, P.A.

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

FIRST: The name of the corporation is WOMEN'S MEDICAL CLINIC, P.A.

SECOND: The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

THIRD: The purpose or purposes for which the corporation is organized are: to render professional services to the public within the purview of the practice of medicine and, to do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Idaho, subject to the limitations thereof.

FOURTH: The corporation shall have authority to issue TWO HUNDRED FIFTY THOUSAND (250,000) shares, all of one class, \$1.00 value.

FIFTH: Provisions denying preemptive rights are:
NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporate are: NONE

SEVENTH: The address of the initial registered office of the corporation is 1203 - 10th Street South, Nampa, Idaho 83651 and, the name of its initial registered agent at such address is GERALD E. CARLSON.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one (1) and, the name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successor is elected and shall qualify is:

GERALD E. CARLSON	1203 - 10th Street South Nampa, Idaho 83651
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NINTH: The name and address of each incorporator is:

GERALD E. CARLSON	1203 - 10th Street South Nampa, Idaho 83651
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DATED this 29 day of May, 1987.


INCORPORATOR