

FILED

FEB 25 4 08 PM '98 **RESTATED ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

OF  
**OAT, INC.**

IDAHO SECRETARY OF STATE

02/26/1998 09:00  
CK: 1598 CT: 5568 BN: 85469

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**ARTICLE I**

**NAME**

The name of this Corporation is "Eagle's View Family Medicine, P.C."

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to render professional medical services and to engage in any lawful act or activity permitted by a professional corporation under the Idaho Professional Service Corporation Act.

**ARTICLE IV**

**CAPITALIZATION**

This Corporation shall have authority to issue an aggregate of one thousand (1,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	No Par Value

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Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

#### **ARTICLE VI**

##### **CUMULATIVE VOTING**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

#### **ARTICLE VII**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Nancy A. Brus

6646 W. Limelight Drive  
Boise, Idaho 83703

#### **ARTICLE VIII**

##### **DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one. All directors must be shareholders of the Corporation.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Nancy A. Brus	6646 W. Limelight Drive Boise, Idaho 83703

## **ARTICLE X**

### **ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (1) for any breach of the director's duty of loyalty to the corporation or its shareholders;
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) as provided in Idaho Code § 30-1-800 et seq; or
- (4) for any transaction from which the director derived an improper personal benefit.

## **ARTICLE XI**

### **INDEMNIFICATION OF DIRECTORS & OFFICERS**

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he or she continues to be a director or officer at the time of incurring such expense) except in relation

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to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

## **ARTICLE XII**

### **LIMITED LIABILITY FOR SHAREHOLDERS**

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

IN WITNESS WHEREOF, OAT, INC. has caused this Restated and Amended Certificate of Incorporation to be signed by Dr. William Brus, its President and attested to by Dr. Nancy A. Brus, its Secretary, on this 25th day of February, 1998.

OAT, INC.  
An Idaho Corporation

By:   
Dr. William Brus, President

ATTEST:

By:   
Dr. Nancy A. Brus

STATE OF IDAHO )

: ss.

County of Ada )

On this 25th day of February, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared DR. WILLIAM BRUS AND DR. NANCY A. BRUS, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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



NOTARY PUBLIC FOR IDAHO

Residing at Boise, Idaho

Commission Expires: 12-21-2000

Brus\4598S^03.A01

FEB 25 4 09 PM '98

**UNANIMOUS CONSENT OF SHAREHOLDERS OF  
OAT, INC.  
IN LIEU OF MEETING**

SECRETARY OF STATE  
STATE OF IDAHO

We, the undersigned, being all of the sole shareholders of OAT, Inc., a corporation organized and existing under the laws of the state of Idaho (the "Corporation"), do hereby consent, pursuant to Section 30-1-704 of the Idaho General Business Corporation Act, to the taking of the following acts and the adoption of the following resolutions, without a meeting pursuant to said Section 30-1-704:

BE IT RESOLVED that the resolution below setting forth the proposed amendment and restatement to the Corporation's Articles of Incorporation has been submitted by the holders of all of the shares of the Corporation to a vote of all of the shareholders of the Corporation pursuant to Idaho Code § 30-1-704; and

BE IT RESOLVED that the Articles of Incorporation of this Corporation be amended and restated to read as set forth in the Amended and Restated Articles of Incorporation attached hereto;

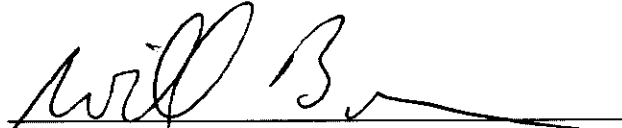
BE IT FURTHER RESOLVED that the Amended and Restated Articles of Incorporation, in a form necessary to undertake this amendment, be, and the same are hereby approved, and the officers of this Corporation are hereby directed and empowered to file duplicate originals of such Amended and Restated Articles of Incorporation with the Secretary of State of the State of Idaho, to pay all fees associated with such filing, and to issue stock certificates and take such other action as may be necessary pursuant to the Amended and Restated Articles of Incorporation.

**UNANIMOUS CONSENT OF SHAREHOLDER**

EFFECTIVE this 25th day of February, 1998.



NANCY A. BRUS



WILLIAM BRUS

Brus\4598S\*05.C01

UNANIMOUS CONSENT OF SHAREHOLDER

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
OAT, INCORPORATED**

Pursuant to Section 30-1-1007  
General Corporation law of the State of Idaho

OAT, Incorporated, a corporation organized and existing under the laws of the State of Idaho, does hereby certify:

1. The name of the corporation is OAT, INC. (the "Corporation"). The original Certificate of Incorporation was filed with Secretary of State of the State of Idaho on April 10, 1997.

2. The amendment and restatement of the Certificate of Incorporation herein set forth has been duly adopted by the Corporation's Board of Directors and stockholders pursuant to Sections 30-1-704 and 30-1-1007 of the General Corporation Law of the State of Idaho ("Idaho Law").

3. The restatement herein set forth has been duly adopted pursuant to Section 30-1-1003 of the Idaho Law. This amended and Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows: