

State of Idaho

Department of State

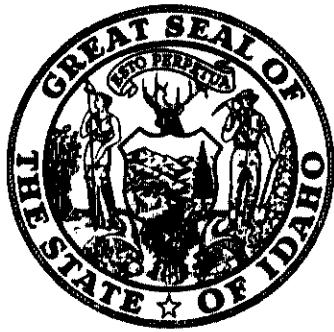
CERTIFICATE OF INCORPORATION OF

IDAHO ASSOCIATION OF PHYSICIANS, INC.

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 IDAHO ASSOCIATION OF PHYSICIANS, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: November 5, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry DeWitt*

RECEIVED
SEC. OF ~~ARTICLES OF INCORPORATION~~
IDAHO ASSOCIATION OF PHYSICIANS, INC.
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The following shall constitute the Articles of Incorporation of Idaho Association of Physicians, Inc. (the "Corporation"), pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code, § 30-301, as amended from time to time (the "Act").

Article 1. The name of the Corporation shall be Idaho Association of Physicians, Inc.

Article 2. The Corporation shall be a non-profit corporation in accordance with the requirements of the Act.

Article 3. The Corporation shall have a perpetual existence unless dissolved in accordance with the Act.

Article 4. The purposes for which the Corporation is organized shall include the following:

(a) To serve as an agent in promoting and coordinating physician responses to community health problems and to assist physicians and local hospitals in satisfying the community's unmet need for physician services through the recruitment of additional physicians;

(b) To assist physicians in promoting improvements in the quality of medical care and in increasing the efficiency and effectiveness of medical care provided to the community;

(c) To assist physicians and local hospitals in the development of outreach services for rural areas and programs of interest and benefit to the community; and

(d) To carry on any and all business and activities permitted to corporations organized under the Act, as amended from time to time, wherever the same may lawfully be done.

Article 5. The Corporation shall be a membership corporation.

Article 6. The management of the Corporation's affairs shall be vested in its board of directors, pursuant to subsections (a) and (c) of § 30-314, Idaho Code. The powers of the Corporation's board of directors shall be limited as provided in Article 7 below or in the Corporation's bylaws.

Article 7. (a) The following shall apply to the regulation of the internal affairs of the Corporation:

(1) The Corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the bylaws of the Corporation.

(2) Special meetings of the members may be held at any time and place within or without the State of Idaho, upon the call of the President or the board of directors, or upon the written application of members representing at least ten percent (10%) of the members then in good standing.

(3) Except for the initial directors listed in Article 9 below and as may be elected or appointed pursuant to the bylaws of the Corporation, the directors of the corporation shall be divided into three (3) classes as nearly equal in number as possible; the term of office of the first class shall expire at the first annual meeting of members after their election, that of the second class shall expire at the second annual meeting after their election, and that of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. No classification of directors shall be effective prior to the first annual meeting of members.

(4) The Officers of the Corporation shall be elected by the board of directors, as provided in the bylaws of the Corporation.

(b) The Corporation shall have, among others, the following powers in furtherance of its corporate purposes:

(1) The Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

(2) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

(3) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(4) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(5) The Corporation may be a partner in any enterprise which it would have the power to conduct itself.

(6) The Corporation shall have the right to issue certificates, shares of stock, cards or other instruments evidencing membership rights, voting rights or ownership rights.

(7) The Corporation may authorize assessments to be levied on the members. The amount of and method of payment of such assessments shall be fixed by the board of directors, from time to time.

(8) The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the laws of the State of Idaho.

Article 8. The street address of the Corporation's initial registered office shall be 1352 East Center, Pocatello, Idaho 83205. The name of the Corporation's initial registered agent at the above address shall be Lloyd S. Call, M.D.

Article 9. The names and addresses of the directors constituting the initial board of directors of the Corporation are as follows:

Lloyd S. Call, M.D.
1352 E. Center
Pocatello, Idaho 83205

Cary V. Jackson, M.D.
1777 E. Clark
Pocatello, Idaho 83201

Winslow R. Hunt, M.D.
215 N. 9th
Pocatello, Idaho 83201

William W. Schubert, M.D.
527 South 12th
Pocatello, Idaho 83201

David V. Vanek, M.D.
755 Hospital Way
Pocatello, Idaho 83201

Article 10. The names and addresses of each of the Corporation's incorporators are as follows:

Lloyd S. Call, M.D.
1352 E. Center
Pocatello, Idaho 83205

Cary V. Jackson, M.D.
1777 E. Clark
Pocatello, Idaho 83201

Winslow R. Hunt, M.D.
215 N. 9th
Pocatello, Idaho 83201

William W. Schubert, M.D.
527 South 12th
Pocatello, Idaho 83201

David V. Vanek, M.D.
755 Hospital Way
Pocatello, Idaho 83201

Articles of Incorporation, approved this 9th day of July,
1992, by the incorporators.

Lloyd S. Call
Lloyd S. Call, M.D.

Cary V. Jackson
Cary V. Jackson, M.D.

Winslow R. Hunt
Winslow R. Hunt, M.D.

William W. Schubert
William W. Schubert, M.D.

David V. Vanek
David V. Vanek, M.D.

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