

CERTIFICATE OF AMENDMENT  
OF

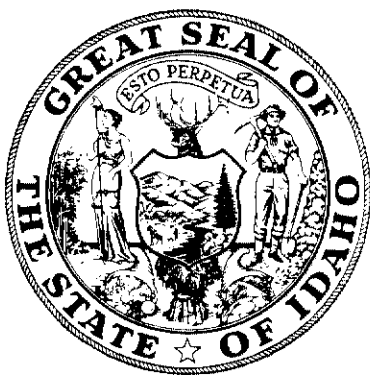
**IDAHO EMERGENCY PHYSICIANS, P.A.**

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **IDAHO EMERGENCY PHYSICIANS, P.A.**

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated **December 31**, 19 **86**



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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DEC 17 PM 3 08  
SECRETARY OF STATE  
ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
IDAHO EMERGENCY PHYSICIANS, P.A.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST,** The name of the corporation is Idaho Emergency Physicians, P.A.

**SECOND,** The amendment to the corporation's Articles of Incorporation consists of\* the adoption of Restated Articles of Incorporation in the form of Exhibit A attached hereto, which Restated Articles of Incorporation supersede in their entirety the original Articles of Incorporation and all amendments thereto. \*the amendment of all Articles (i.e., a complete repeal of the existing Articles) and

**THIRD,** The Amendment was adopted by the shareholders on October 23, 1986, in the manner prescribed by the Idaho Business Corporation Act.

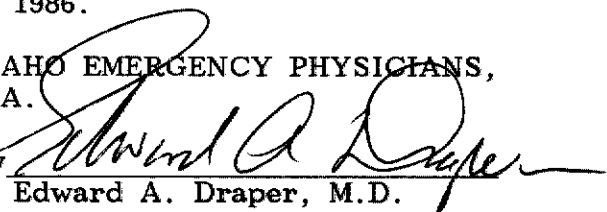
**FOURTH,** When such Amendment was adopted, the number of shares of the corporation outstanding was 310 shares; and the number of shares entitled to vote thereon was 310.

**FIFTH,** The number of shares voted for such amendment was 310; and no shares were voted against such amendment.

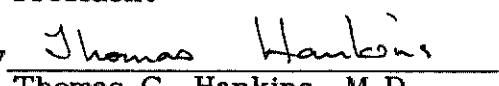
DATED This 20 day of November, 1986.

IDAHO EMERGENCY PHYSICIANS,  
P.A.

By

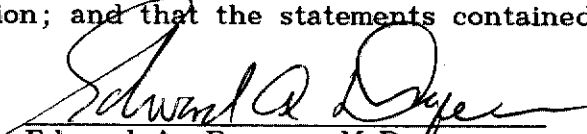
  
Edward A. Draper, M.D.  
President

By

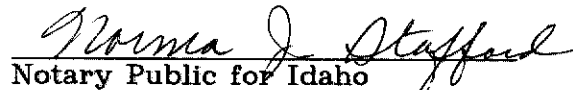
  
Thomas C. Hankins, M.D.  
Secretary

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

The undersigned, EDWARD A. DRAPER, M.D., does hereby verify under oath that he is the President of IDAHO EMERGENCY PHYSICIANS, P.A.; that the foregoing Restated Articles of Incorporation are signed by the current president and secretary of said corporation; and that the statements contained therein are true and correct.

  
Edward A. Draper, M.D.

SUBSCRIBED AND SWORN To Before me this 23rd day of October, 1986.

  
Notary Public for Idaho  
Residing at Boise, Idaho

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**IDAHO EMERGENCY PHYSICIANS, P.A.**

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation:

**ARTICLE 1.**

The name of the corporation is Idaho Emergency Physicians, P.A.

**ARTICLE 2.**

The period of its duration is perpetual.

**ARTICLE 3.**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Professional Service Corporation Act.

**ARTICLE 4.**

The aggregate number of shares which the corporation shall have authority to issue is 10,000 with a par value of \$1.00 per share.

**ARTICLE 5.**

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

**ARTICLE 6.**

At each meeting of shareholders, every shareholder of record of the corporation shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. Shareholders shall not be entitled to vote their shares cumulatively in the election of Directors of the corporation.

#### ARTICLE 7.

The location of the registered office of the corporation is 2312 North Cole Road, Suite B, Boise, Idaho 83704, and the name of its registered agent at such address is Maxine H. Wright.

#### ARTICLE 8.

The Board of Directors of the corporation presently consists of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
Glenn C. Bothwell, M.D.	2312 N. Cole Road, Suite B Boise, Idaho 83704
Edward A. Draper, M.D.	2312 N. Cole Road, Suite B Boise, Idaho 83704
Thomas C. Hankins, M.D.	2312 N. Cole Road, Suite B Boise, Idaho 83704
Robert L. Miller, M.D.	2312 N. Cole Road, Suite B Boise, Idaho 83704
Douglas L. Stagg, M.D.	2312 N. Cole Road, Suite B Boise, Idaho 83704

The number of directors may be increased or decreased from time to time in the manner provided in the corporation's Bylaws, except as provided in the Idaho Business Corporation Act.

#### ARTICLE 9.

The corporation was initially incorporated under the name of Seeley Professional Corporation on October 25, 1974. The incorporator was Jack A. Seeley, M.D., whose present address is 1702 South Five Mile Road, Boise, Idaho 83709. Said incorporator is no longer associated with the corporation as a shareholder or otherwise.

#### ARTICLE 10.

Notwithstanding anything to the contrary contained herein, this corporation shall be governed by the provisions of the Idaho Professional Service Corporation Act, as it may hereafter be amended from time to time.

ARTICLE 11.

The corporation's Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

ARTICLE 12.

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the corporation's Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

DATED As of this 23rd day of October, 1986.

IDAHO EMERGENCY PHYSICIANS,  
P.A.

By \_\_\_\_\_

By \_\_\_\_\_

Its Secretary

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

The undersigned, EDWARD A. DRAPER, M.D., does hereby verify under oath that he is the President of IDAHO EMERGENCY PHYSICIANS, P.A.; that the foregoing Restated Articles of Incorporation are signed by the current president and secretary of said corporation; and that the statements contained therein are true and correct.

Edward A. Draper, M.D.

SUBSCRIBED AND SWORN To Before me this 23rd day of October, 1986.

Notary Public for Idaho  
Residing at Boise, Idaho