



Department of State.

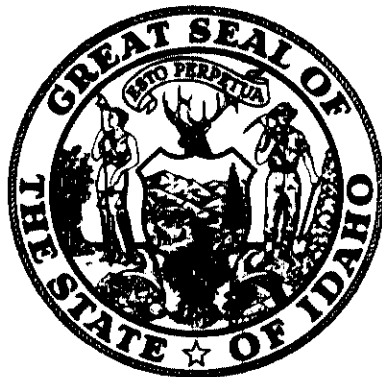
**CERTIFICATE OF INCORPORATION
OF**

FAMILY MEDICINE COEUR D'ALENE, 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: December 14, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra M. ...*

RECORDED
SERIALIZED

ARTICLES OF INCORPORATION
OF
FAMILY MEDICINE COEUR D'ALENE, P.A.

DEC 14 PM 2 43

ROBERT M. McFARLAND, being over the age of eighteen (18) years and duly licensed and legally authorized to practice medicine within the State of Idaho, (in accordance with the provisions of Chapter 13 of Title 30 of the Idaho Code) for the purposes of forming a corporation under the Idaho Professional Service Corporation Act (Chapter 13 of Title 30 of the Idaho Code) and the Idaho Business Corporation Act (Chapter 1 of Title 30 of the Idaho Code), hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be FAMILY MEDICINE COEUR D'ALENE, P.A.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes and objects of this professional corporation shall be as follows:

1. To render medical services through its duly licensed officers, directors, employees or agents in accordance with Section 30-1305 of the Idaho Professional Corporation Act.

2. To invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance or any other type of investments.

3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

A. To acquire by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this professional corporation, provided that the money or property of this professional corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the professional corporation. The professional corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

B. To acquire by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this professional corporation.

C. To borrow money and give security therefor.

D. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal or public authority, domestic or foreign.

E. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its properties or rights.

4. In limitation of the general powers conferred on corporations by the laws of the State of Idaho, it is expressly provided that:

A. This professional corporation shall not issue, nor shall any shareholder sell or transfer his shares in this professional corporation, except to an individual who is duly licensed to practice medicine under the laws of this State. No shareholder of this professional corporation shall enter into a voting trust agreement, or any other type of agreement, vesting another person with the authority to exercise the voting power of any or all of his stock.

B. No shareholder of this professional corporation may sell or transfer his shares in this corporation except as provided by the Idaho Professional Service Corporation Act and in compliance with any additional restraints provided in the corporate By-Laws or shareholder agreements.

C. If any director, officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this State, he shall sever all employment with, and financial interest in, this corporation forthwith.

5. Nothing contained in these Articles shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Professional Service Corporation Act may not at any time lawfully carry on or do.

ARTICLE IV.

Shareholders of this corporation shall have preemptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE V.

1. The location and post-office address of the registered office of the corporation in this State shall be 700 Ironwood Drive, Coeur d'Alene, Idaho 83814.

2. The registered agent of the corporation shall be:

ROBERT M. McFARLAND, M.D.

ARTICLE VI.

The total number of shares of stock authorized and which may be issued by the corporation is Ten Thousand (10,000) shares, which shall consist of common stock with a par value of \$1.00 per share. Each share shall be entitled to one vote.

ARTICLE VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE VIII.

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the powers of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as a vendor, purchaser or otherwise, with its directors, officers, and stockholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions. In the absence

of fraud, no such contract or transaction shall be avoided, and no such officer, director or stockholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction. However, in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or the extent thereof, must be disclosed or known to the Board of Directors of the corporation at the meeting in which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity, shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be four (4) in number and the applicable post office address is as follows:

<u>Name</u>	<u>Address</u>
MICHAEL A. DIXON, M.D	700 Ironwood Drive Coeur d'Alene, Idaho 83814
RICHARD A. McLANDRESS, M.D.	700 Ironwood Drive Coeur d'Alene, Idaho 83814
NEIL L. NEMEC, M.D.	700 Ironwood Drive Coeur d'Alene, Idaho 83814
ROBERT M. McFARLAND, M.D.	700 Ironwood Drive Coeur d'Alene, Idaho 83814

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation.

6. No director shall be personally liable to the corporation or to the corporation's shareholders for monetary damages for his or her conduct as a director of the corporation; provided however, a director's immunity from monetary liability shall not extend to acts or omissions involving the director's duty of loyalty to the corporation or its stockholders, acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, actions or omissions provided for under §30-1-48, Idaho Code, or for any transaction from which the director derived an improper personal benefit.

ARTICLE IX

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
ROBERT M. McFARLAND, M.D.	700 Ironwood Drive Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 7th day of December, 1987.

Robert M. McFarland
ROBERT M. McFARLAND, M.D.

STATE OF Washington)
County of Spokane) ss.

I certify that I know or have satisfactory evidence that ROBERT M. McFARLAND, M.D. signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated December 9, 1987

Timothy M. Smith
Notary Public in and for the State
of Washington residing at Spokane
My commission expires 8/8/90