

ARTICLES OF MERGER

FILED

TO: The Secretary of State of the State of Idaho

99 FEB 25 AM 10:17

SECRETARY OF STATE
STATE OF IDAHO

The undersigned corporation, the "Surviving Corporation," pursuant to Section 30-9 of the Idaho Business Corporation Act, hereby executes the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.
2. The name of the Surviving Corporation shall be changed to "NORTH IDAHO EYE INSTITUTE, P.A." upon the effective date of these Articles of Merger.
3. As to COEUR d'ALENE OPHTHALMOLOGY, P.A., an Idaho corporation, the "Surviving Corporation," the number of shares outstanding, all such shares being common stock of one class, entitled to vote on such Plan, are Thirty Thousand Five Hundred Ninety-four (30,594) shares.
4. As to NORTH IDAHO EYE INSTITUTE, P.A., THE "Merging Corporation," the number of shares outstanding, all such shares being common stock of one class, entitled to vote on such Plan, are Five and Twenty-five One-Thousandth (5.0025) shares.
5. The total number of shares voted for and against the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
COEUR d'ALENE OPHTHALMOLOGY, P.A.	30,594	-0-
NORTH IDAHO EYE INSTITUTE, P.A.	5.0025	-0-

6. This Plan of Merger shall be effective as of March 1, 1999.

COEUR d'ALENE OPHTHALMOLOGY, P.A.

By: Stephen A. Moss President

IDAHO SECRETARY OF STATE

"Surviving Corporation"
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PLAN OF MERGER

This PLAN OF MERGER is made and entered into between COEUR d'ALENE OPHTHALMOLOGY, P.A., an Idaho corporation (hereinafter the "Surviving Corporation"), and NORTH IDAHO EYE INSTITUTE, P.A., an Idaho corporation (hereinafter the "Merging Corporation").

A. The Surviving Corporation is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of One Hundred Thousand (100,000) shares of common stock with a par value of One Dollar (\$1.00) per share, of which Thirty Thousand Five Hundred Ninety-four (30,594) shares are issued and outstanding.

B. The Merging Corporation is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of Ten (10) shares of common stock with a par value of Three Thousand Dollars (\$3,000.00) per share, of which Five and One-Thousandth Twenty-five (5.0025) shares are presently issued and outstanding.

C. The Boards of Directors of the Surviving and Merging Corporations believe it to be in the best interests of the corporations and their shareholders that the Merging Corporation be merged into the Surviving Corporation.

THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the parties agree as follows:

1. The Surviving Corporation and the Merging Corporation shall be merged into a single corporation by NORTH IDAHO EYE INSTITUTE, P.A., merging into COEUR d'ALENE OPHTHALMOLOGY, P.A, the Surviving Corporation, which shall survive the merger pursuant to the provisions of Section 30-1-1101, *et seq.*, of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of NORTH IDAHO EYE INSTITUTE, P.A. shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the merged corporation, and the Surviving Corporation shall become subject to all debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be changed to NORTH IDAHO EYE INSTITUTE, P.A., upon the effective date of the merger. The purposes, designated registered office and agent, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation.

3. Except for the corporate name change as set forth above, the Articles of Incorporation of the Surviving Corporation shall remain the same and in no way be affected or changed because of said merger.

4. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation, and who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation, are as follows:

<u>Name</u>	<u>Address</u>
David A. Wold, M.D.	1814 Lincoln Way Coeur d'Alene, ID 83814
Roderick S. Kent, M.D.	1814 Lincoln Way Coeur d'Alene, ID 83814
Patrick J. Parden, M.D.	1814 Lincoln Way Coeur d'Alene, ID 83814
Stephen A. Moss, M.D.	1814 Lincoln Way Coeur d'Alene, ID 83814
D. Justin Stormogipson, M.D.	1814 Lincoln Way Coeur d'Alene, ID 83814

5. All issued and outstanding shares of voting common stock of the Merging Corporation shall be surrendered and exchanged by the shareholders of the Merging Corporation for Forty Five Thousand Eight Hundred Ninety-One (45,891) shares of voting common stock in the Surviving Corporation upon the effective date of the merger. All issued and outstanding shares of voting common stock in the Merging Corporation shall be surrendered to the Surviving Corporation or its duly appointed agent, duly endorsed for transfer, in such manner as the Surviving Corporation shall legally require, and shall be immediately canceled.

6. Neither the Merging Corporation nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

7. This Plan of Merger shall be voted upon by the Boards of Directors of the Merging and Surviving Corporations and, following their approval, shall be submitted to the shareholders of the Merging and Surviving Corporations for their approval, all in the manner provided by Section 30-1-1103 of the Idaho Business Corporation Act. Following approval by the vote of both Boards of Directors and by the holders of not less than a majority of the issued

and outstanding shares of voting stock of the Surviving and Merging Corporations entitled to vote thereon, Articles of Merger shall be filed with the Idaho Secretary of State as required by the laws of the state of Idaho.

8. The merger shall be effective as of March 1, 1999.

9. The directors of either the Merging Corporation or the Surviving Corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the Merging or Surviving Corporations, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 10th day of February, 1999.

COEUR d'ALENE OPHTHALMOLOGY, P.A.

By: _____

Stephen A. Moss, President

"Surviving Corporation"

NORTH IDAHO EYE INSTITUTE, P.A.

By: _____

Robert S. Kopt, M.D., President

"Merging Corporation"