



CERTIFICATE OF INCORPORATION
OF

CHARLES E. RIGBY, P.A.

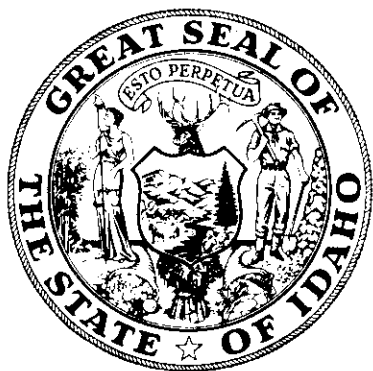
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CHARLES E. RIGBY, P.A.

,
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: **August 16, 1982**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CHARLES E. RIGBY, P.A.

A Professional Service Corporation

I, the undersigned natural person of the age of twenty-one years or more, being a dentist and doctor of dentistry holding a license under Chapter 9 of Title 54, Idaho Code Annotated and any subsequent laws regulating the practice of dentistry acting as incorporator of a corporation under the Professional Service Corporation Act of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of this corporation is Charles E. Rigby, P.A.

ARTICLE II

Time of Duration

The duration of this corporation is perpetual.

ARTICLE III

Purposes

The purposes for which this corporation is organized is to render professional services performed by dentists and doctors of dentistry and services ancillary thereto. This corporation shall not engage in any business other than rendering the aforementioned services; provided, however, that this corporation may own real and personal property necessary or appropriate for rendering the type of professional service for which it was organized and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments.

In the event that any shareholder of this corporation because of death or disqualification of a shareholder is not an individual duly licensed to render the same specific professional services as those for which the corporation is organized then the purpose of the corporation shall be temporarily suspended and the corporation shall become a corporation under the "Idaho Business Corporation Act" and shall be organized for the purpose of owning, renting, leasing or operating real and personal property of all kinds for all purposes and business pursuits related thereto, and shall be empowered to engage in any other lawful business activity.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares of common voting stock, each of which shall have one dollar par value. No shares may be issued to any person who is not duly licensed to render the same specific professional services as those for which the corporation was organized as stated in Article III.

ARTICLE V

Minimum Paid-In Capital

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

Pre-Emptive Rights and Cumulative Voting

Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of the corporation.

At each election of directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as shall equal the number of his shares multiplied by the number of votes thus calculated among all or any portion of the candidates.

ARTICLE VII

Initial Office and Agent

The post office address of the initial registered office of the corporation is Route 9, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is Charles E. Rigby.

ARTICLE VIII

Shareholders

All shareholders of the corporation shall be duly licensed by the state of Idaho to practice dentistry in the state of Idaho. They shall also be individuals who, except for time spent for illness, accident, time spent in the armed services, on vacations and on leaves of absence not to exceed six months, are actively engaged in the practice of dentistry in the offices of the corporation. The names and residence addresses of all of the original shareholders of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Rigby	Route 9 Idaho Falls, Idaho 83402

ARTICLE IX

Initial Directors

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director

until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Rigby	Route 9 Idaho Falls, Idaho 83402

ARTICLE X

Incorporators

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Rigby	Route 9 Idaho Falls, Idaho 83402

ARTICLE XI

Officers

Officers of this corporation shall include a president, one or more vice-presidents, a secretary and treasurer, all of whom must be duly licensed to render the same specific professional services as those for which the corporation was organized; provided, however, a non-licensed person may serve as secretary.

The names and residence addresses of all the original officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Charles E. Rigby	Route 9 Idaho Falls, Idaho 83402	President, Vice-President, Treasurer
Mary Jane Rigby	Route 9 Idaho Falls, Idaho 83402	Secretary

ARTICLE XII

Indemnification of Officers and Directors

This corporation shall have power to indemnify and hold harmless each of its officers and directors as permitted by law and pursuant to the procedures and requirements of

the "Idaho Business Corporation Act" (as amended).

ARTICLE XIII

Officers, Directors, and Stockholders Contracts

Any contract or other transaction between this corporation and any other corporation shall be permitted regardless of the fact that an officer, director, or stockholder of this corporation is financially interested in, or is an officer, director, or stockholder of such other corporation. Any officer, director, or stockholder individually or with others, may be a party to, or may be interested in, any transaction of this corporation or any transaction in which this corporation is interested. No contract, act, or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any officer, director, or stockholder of this corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become an officer, director, or stockholder of this corporation is hereby relieved from any liability that might otherwise obtain in the event such officer, director, or stockholder contracts with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said officer, director, or stockholder acts in good faith.

ARTICLE XIV

By-Laws

A majority of the directors may adopt by-laws for the corporation which are not inconsistent with these Articles or the laws of the State of Idaho, and may from

time to time amend and repeal any such by-laws. Each stockholder of the corporation shall execute an agreement with the corporation and all other stockholders to the effect that each party is fully bound by the provisions of the by-laws of the corporation which are made a part of that agreement by reference to the by-laws as fully as if the by-laws were fully set forth in that agreement.

ARTICLE XV

Amendment of Articles

These Articles may be amended in any manner and by the method provided in the Idaho Business Corporation Act and the Idaho Professional Corporation Act.

ARTICLE XVI

Restrictions on Transfer

A shareholder may transfer all or any portion of his shares to any person qualified by the articles of incorporation to be a shareholder; provided, however, that the shareholder desiring to transfer all or any portion of his shares first shall advise the professional company of the proposed transfer and the price offered for the shares. Prior to any such sale, the professional company shall have the option to redeem the said shares at the same price offered by the proposed transferee. If said option is not exercised by the professional corporation within sixty days after notice to it of the proposed sale, the shareholder shall be free to sell his said shares to said transferee.

ARTICLE XVII

Directors

Except as otherwise provided by law or the articles of incorporation or in these by-laws, management of the

corporation and its business and affairs shall be vested in its board of directors, including, but not by way of limitation, control over its officers, stockholder-employees and other employees, the assigning of patients, fixing work deadlines, determining working hours, vacations and leaves of absence, and reviewing and modifying the work product of professional and other employees; provided that it is impermissible for the corporation, its directors or officers to in any way interfere with or modify the patient relationship and law and Canons of Ethics governing that relationship in the performance by employees of professional services of the corporation for particular clients, or in any way to interfere with or modify appointments, orders, acts or requirements by courts, made pursuant to judicial power vested in them, with respect to dentist-employees of the corporation.

Each director must be a shareholder and employee of the corporation and a duly licensed person as provided in Chapter 9, Title 54 of Idaho Code, and his office of director shall terminate when he is no longer a shareholder employed by the corporation or when his license to practice dentistry is revoked or suspended.

ARTICLE XVIII

Officers

Only stockholders of the corporation may serve as officers of the corporation except that an employee of the corporation may serve as its secretary. Two or more offices, except those of president and secretary, may be filled at the same time by the same stockholder.



Charles E. Rigby

STATE OF IDAHO)
 : ss.
COUNTY OF Bonneville)

I, the undersigned notary public, hereby certify

that on the 4th day of August, 1982,
personally appeared before me Charles E. Rigby who being by
me first duly sworn, severally declared that he is the
person who signed the foregoing instrument as incorporator
and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my
hand and seal this 4th day of August,
1982.

Jane M. Wood
NOTARY PUBLIC Residing at:

Idaho Falls, Idaho

My Commission Expires:

Life