



CERTIFICATE OF INCORPORATION  
OF

GERALD A. GOSPODNETICH, D.M.D., P.A.

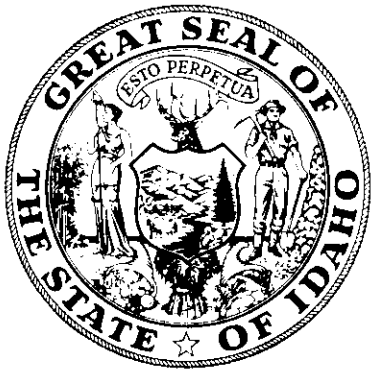
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

GERALD A. GOSPODNETICH, D.M.D., 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 1, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF

GERALD A. GOSPODNETICH, D.M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS that Gerald A. Gospodnetich, D.M.D., being the age of eighteen (18) years or more, and being duly licensed or otherwise legally authorized to render dental services in the State of Idaho, does hereby form a professional service corporation under the laws of the State of Idaho and does hereby adopt in duplicate the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be Gerald A. Gospodnetich, D.M.D., P.A.

ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of rendering dental services through its duly licensed and legally authorized directors, officers, employees, and agents. This Corporation shall have the power to do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes of this Corporation, including the power to invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance, or any other type of investment which, in the judgment of the Board of Directors, will directly or indirectly promote the welfare and interests of this Corporation.

ARTICLE IV

Stock

Section 4.1 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is fifty thousand (50,000) shares of common stock of the par value of One and no/100 (\$1.00) Dollar per share.

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Section 4.2     Preemptive Rights.   The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.3     Qualification of Shareholders.   This Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services in the State of Idaho as those for which this Corporation is incorporated.

Section 4.4     Restriction on Transfer of Stock.   No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the certificates of stock representing the same or of any interest therein, without first complying with such conditions and restrictions as may be provided in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein. In no event shall any shareholder of this Corporation sell or transfer any of the shares of this Corporation except to another individual who is duly licensed or otherwise legally authorized to render the same specific professional services in the State of Idaho as those for which this Corporation is incorporated.

Section 4.5     Stock Redemption or Cancellation.   Each of the shareholders of this Corporation shall provide for a redemption or cancellation of all shares which are transferred to any person or entity ineligible to be a shareholder of this Corporation, whether such transfer be voluntary, involuntary, or by operation of law. This Corporation shall have the right to purchase its own shares to the extent permitted by law, including the right to make such purchases to the extent of unreserved and unrestricted capital surplus available therefor.

Section 4.6     Voting Trust.   No shareholder of this 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 the stock of such shareholder.

## ARTICLE V

### Directors

Section 5.1    Number of Directors.    The number of directors of this Corporation shall be as provided in the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.2    Initial Board of Directors.    The number of directors constituting the initial Board of Directors of this Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders of this Corporation or until the election and qualification of said director's successor is:

<u>Name</u>	<u>Address</u>
Gerald A. Gospodnetich, D.M.D.	420 Indiana Ave. Coeur d'Alene, ID 83814

Section 5.3    Qualification of Directors.    All of the directors of this Corporation must be duly licensed or otherwise legally authorized to render the same specific professional services in the State of Idaho as those for which this Corporation is incorporated.

Section 5.4    Powers of Directors.    The business and affairs of this Corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. The power to alter, amend, or repeal the Bylaws of this Corporation or to adopt new Bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

## ARTICLE VI

### Legal Disqualification

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 in the State of Idaho, such person shall forthwith sever all employment with, and financial interest in, this Corporation.

#### ARTICLE VII

##### Registered Office and Agent

The address of the initial registered office of this Corporation is 420 Indiana Ave., Coeur d'Alene, Idaho 83814, and the name of the initial registered agent of this Corporation at such address is Gerald A. Gospodnetich, D.M.D.

#### ARTICLE VIII

##### Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gerald A. Gospodnetich, D.M.D.	420 Indiana Ave. Coeur d'Alene, ID 83814

#### ARTICLE IX

##### Ratification by Shareholders

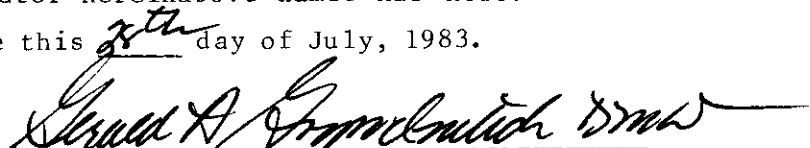
Any contract, transaction, or act of this Corporation or of the director or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any annual meeting or at any special meeting shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

#### ARTICLE X

##### Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

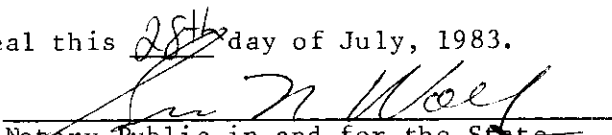
IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set said incorporator's hand in duplicate this 25th day of July, 1983.

  
Gerald A. Gospodnetich, D.M.D.

STATE OF IDAHO                    )  
                                      ) ss.  
County of Kootenai                )

On this day before me personally appeared GERALD A. GOSPODNETICH, D.M.D., to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 28th day of July, 1983.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Idaho, residing at Coeur d'Alene

NOTARY PUBLIC for the State of Idaho  
Residing at Coeur d'Alene, Idaho