

FILED/EFFECTIVE

May 18 1 42 PM '00

ARTICLES OF AMENDMENT

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its

Articles of Incorporation as follows:

1. The name of the corporation is: Boise Image Enhancement Centre, Inc.

2. The text of each amendment is as follows:

- (a) The name of the corporation is hereby amended to "Boise Image Enhancement Centre, P.A."
- (b) The attached Amended and Restated Articles of Incorporation are hereby adopted as the articles of the corporation, replacing the prior Articles of Incorporation of Boise Image Enhancement Centre, Inc. in full.

3. The date of adoption of the amendment(s) was: April 28, 2000

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.
- ☒ The number of shares outstanding and entitled to vote was 5000

The number of shares cast for and against each amendment was:

Amended article	Shares for	Shares against
(a)	5000	-0-
(b)	5000	-0-

Customer Acct #:

(If using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE05/18/2000 09:00
CK: 1877 CT: 138988 BH: 316726

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Dated: May 9, 2000

Signed by: Dr. Cynthia Mabe SundlinIts President

(Capacity of signer)

Revised 7/97
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C125887

ROBERT L. ALDRIDGE, CHARTERED

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MAY 18 1 42 PM '00

SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED

ARTICLES OF

BOISE IMAGE ENHANCEMENT CENTRE P.A.

1. Name. The name of the corporation shall be Boise Image Enhancement Centre P.A., an Idaho professional services corporation, organized for the practice of the profession of medicine.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be five thousand (5,000), all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 3575 North Rock Creek Lane, Boise, Idaho 83703, and its registered agent at that address is Cynthia Mabe Sandlin.

4. Incorporators. The name of the sole incorporator and her address are:

<u>Name</u>	<u>Address</u>
Cynthia Mabe Sandlin, M.D.	3575 North Rock Creek Lane Boise, Idaho 83703

5. Voting Entitlement of Shares.

(a) Except as provided in sections (b) and (d) of this Article, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(c) Section (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

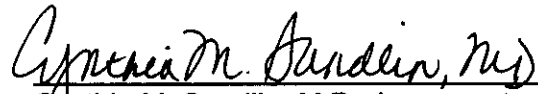
(d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the

redemption price on surrender of the shares.

6. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. Organized for the practice of medicine.
7. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. Directors need not be residents of the State of Idaho or shareholders of the corporation. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Cynthia Mabe Sandlin, M.D.	3575 North Rock Creek Lane Boise, Idaho 83703
8. Terms of Classes or Series of Shares Determined by Board. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.
9. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
10. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).
11. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or, (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this May 9, 2000.


Cynthia M. Sandlin, M.D., Incorporator

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ARTICLES OF AMENDMENT FILED/EFFECTIVE (Non-profit)

00 MAY 11 AM 10:08

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends its articles of incorporation as follows:

SECRETARY OF STATE
STATE OF IDAHO1. The name of the corporation is: Weippe Wesleyan Youth Center, Inc.

2. The text of each amendment is as follows:

ART III

Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

3. The date of adoption of the amendment(s) was: April 2, 2000

4. Manner of adoption (check one):

☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-00, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: 6b. The number of directors that voted for each amendment was: 6c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-3-00, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: _____

b. The number of members that voted for each amendment was: _____

c. The number of members that voted against each amendment was: _____

Dated: 5/11/2000Signed by: Ronda R. WoodsAs Secretary/Treasurer

Customer Ack:

(if using pre-printed form)

Secretary of State use only

IDAHO SECRETARY OF STATE

05/09/2000 09:00
CK: 0179 CT: 124545 IN: 316069

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