



CERTIFICATE OF INCORPORATION
OF

LEWISTON VETERINARY CLINIC, CHARTERED

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 _____

LEWISTON VETERINARY CLINIC, CHARTERED,

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 February 11, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LEWISTON VETERINARY CLINIC , CHARTERED

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act and the provisions of Chapter 13 of Title 30 of the Idaho Code, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is LEWISTON VETERINARY CLINIC ,
CHARTERED.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized
are:

(a) To engage in the business of rendering professional services in the nature of veterinary medicine , veterinary surgery , and veterinary dentistry , and to perform all services and acts necessarily relating thereto, and to render such professional services through the officers , employees and agents of the corporation who are duly licensed or otherwise legally authorized under the laws of the State of Idaho to render professional services in the practice of veterinary medicine, veterinary surgery and veterinary dentistry .

(b) To engage in the business of the sale of veterinary medicines and supplies .

(c) To construct, acquire, operate, hire, lease, mortgage, sell or otherwise dispose of such real and personal property as may be necessary or convenient for the rendering of the professional services hereinabove enumerated.

(d) To invest corporate funds in real estate, mortgages, stocks, bonds, or any other type of investments which are permitted under the provisions of Chapter 13 of Title 30 of the Idaho Code .

(e) To purchase or otherwise acquire, own, hold, mortgage, pledge,

sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation.

(f) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient, or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.

(g) To borrow money for the purposes of carrying on the business of the corporation and the rendering of the professional services and the conduct of the businesses hereinabove enumerated, and to issue bonds, notes or debentures, or other evidences of any such indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property executed in trust, or otherwise.

(h) To exercise generally the powers customarily exercised by corporations authorized to do business in the State of Idaho under the provisions of Chapter 13, Title 30 of the Idaho Code, that is to say, those customarily exercised by corporations authorized to render the professional services above enumerated, and to transact any and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act to the extent that the same are not prohibited by the provisions of Chapter 13, Title 30, Idaho Code.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 200,000 shares of Common Stock, having a par value of One (\$1.00) Dollar per share, and an aggregate par value of Two Hundred Thousand (\$200,000) Dollars, each of which such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being Common Stock; and each share of stock issued and outstanding shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

The capital stock of this corporation shall not be issued to, nor held by, anyone other than an individual or individuals who are duly licensed or otherwise legally authorized to render the professional services hereinabove enumerated, that is, to engage in the practice of veterinary medicine, veterinary surgery and veterinary dentistry, and no shareholder of this corporation shall enter into a voting trust agreement, or any other type agreement, vesting any other person with the authority to exercise the voting power of any or all of his stock.

No shareholder of the corporation may sell or transfer his shares in this corporation, except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions of these Articles of Incorporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders meeting specially called for such purpose, by not less than a majority of the outstanding stock of the corporation and at such shareholders meeting the shares of stock held by the shareholder proposing to sell or transfer shares may not be voted or counted for any purpose unless all shareholders consent that such stock be voted.

The Board of Directors of the corporation is hereby specifically authorized to adopt By-Laws restraining or limiting the alienation or transfer of the shares of the corporation and further providing for the purchase or redemption by the corporation of its shares.

FIFTH: The address of the initial registered office of the corporation is: 421 East 22nd Street North, Lewiston, Idaho, 83501, and the name of its initial registered agent at such address is: ROBERT E. BRYANT.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is THREE (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:


<u>NAME</u>	<u>ADDRESS</u>
Robert E. Bryant	3420 - 9th Street, Lewiston, Idaho, 83501
Ray D. Turner	415 Stewart, Lewiston, Idaho, 83501
Leonard E. Eldridge	8200 Tammany Creek Road, Lewiston, Idaho, 83501

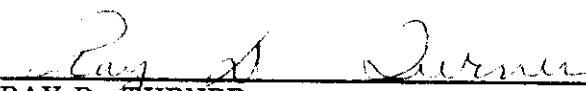
No persons shall be eligible to serve as a director of the corporation unless such person is at all times during the term of office duly licensed or otherwise legally authorized under the laws of the State of Idaho to render professional services in the practice of veterinary medicine, veterinary surgery and veterinary dentistry.

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Bryant	3420 - 9th Street, Lewiston, Idaho, 83501
Ray D. Turner	415 Stewart, Lewiston, Idaho, 83501
Leonard E. Eldridge	8200 Tammany Creek Road, Lewiston, Idaho, 83501

DATED this 1 day of February, 1980.


ROBERT E. BRYANT


RAY D. TURNER


LEONARD E. ELDRIDGE