



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

LEWISTON ORTHOPAEDIC ASSOCIATES, P.A.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **December** A.D., One Thousand Nine Hundred **seventy-two** and duly recorded on ~~film~~ ^{re} ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

~~tual Existence~~ from the date hereof, with its registered office in this State located at

Lewiston, Idaho

in the County of

Nez Perce

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **27th** day of **December**, A.D., 19 **72**.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

RECEIVED

ARTICLES OF INCORPORATION OF STATE

LEWISTON ORTHOPAEDIC ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Robert C. Colburn and Richard D. Thorson, both of whom are natural persons, of full age, and residents and citizens of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a professional service corporation under the laws of the State of Idaho, and we do hereby execute, acknowledge and adopt these Articles of Incorporation, in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of this corporation is and shall be:

LEWISTON ORTHOPAEDIC ASSOCIATES, P.A.

ARTICLE II.

PURPOSES: The purposes for which said corporation is formed and organized are:

(a) To engage in and conduct the business of rendering professional services as physicians and surgeons, including any other or similar service to the public, usually and customarily rendered by a physician and surgeon, authorized and licensed as such by the laws of the State of Idaho.

(b) To invest funds of said corporation in any type of investment, including but not limited to real estate, mortgages, stocks and bonds.

(c) To acquire, hold, lease, manage and maintain real and personal property necessary for the rendering of authorized professional services of said corporation.

ARTICLE III.

DURATION: Said corporation shall have perpetual existence.

ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The principal office and post office address of the principal and registered office of said corporation shall be Lewiston, Nez Perce County, State of Idaho.

ARTICLE V.

CAPITAL STOCK: The amount of the capital stock of said corporation shall be Twenty Five Thousand Dollars (\$25,000), divided into two hundred fifty (250) shares of no par value, with one vote per each share.

ARTICLE VI.

INCORPORATORS: The names and post office addresses of each of the incorporators, and a statement of the number of shares presently subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Robert C. Colburn	307 St. John's Way Lewiston, Idaho	1
Richard D. Thorson	307 St. John's Way Lewiston, Idaho	1

ARTICLE VII.

DIRECTORS: The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors of the corporation shall be as prescribed by the Bylaws, duly adopted by the corporation.

ARTICLE VIII.

SHAREHOLDERS: Qualified shareholders of said corporation shall be limited to individuals duly licensed and/or otherwise legally authorized to render professional services to the public as physicians and surgeons, as defined and prescribed by the laws of the State of Idaho.

ARTICLE IX.

TRANSFER OF SHARES: No shareholder of said corporation may sell, assign or transfer his shares in said corporation except to

another individual who is eligible to be a shareholder of said corporation, in accordance with these Articles of Incorporation, and any such sale, assignment or transfer may be made only after the same shall have been approved at a shareholders' meeting, specially called for such purpose, and is in accordance with the Bylaws and regulations of said corporation appertaining to sale, assignment or transfer of shares of stock. Said corporation may provide further and additional restraints, restrictions or alienation of shares of its stock by its duly constituted Bylaws and amendments thereto, to be hereinafter adopted, and shall likewise be authorized to provide for the purchase or redemption by the corporation of its shares of stock, either from surplus funds or otherwise in accordance with the Bylaws of said corporation, provided that such purchase or redemption rights by the corporation of its shares shall not be invoked at a time or in a manner that would impair the capital of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals at Lewiston, Idaho, this 21st day of December, 1972.

Robert C. Colburn (SEAL)
ROBERT C. COLBURN

Richard D. Thorson (SEAL)
RICHARD D. THORSON

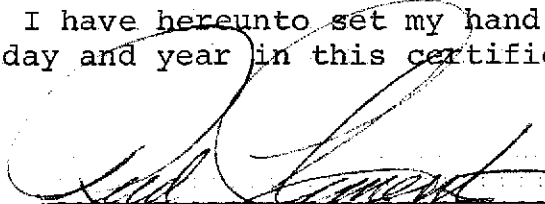
STATE OF I D A H O)

: ss.

County of NEZ PERCE)

On this 21st day of December, 1972, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT C. COLBURN, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)

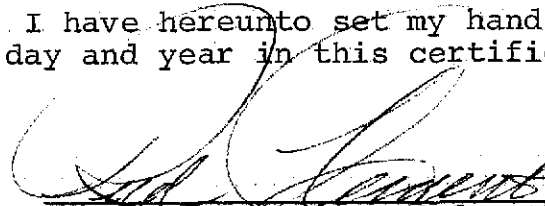
STATE OF I D A H O)

: ss.

County of NEZ PERCE)

On this 22nd day of December, 1972, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RICHARD D. THORSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)