

CERTIFICATE OF INCORPORATION
OF

LARRY WINTERSTEEN AND ASSOCIATES, INC.

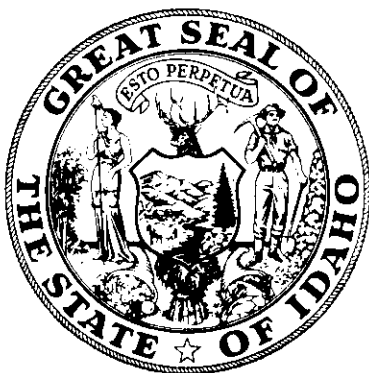
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LARRY WINTERSTEEN AND ASSOCIATES, INC.

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: **October 22, 1984**



SECRETARY OF STATE

by: _____

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2 ARTICLES OF INCORPORATION
3 OF
4 LARRY WINTERSTEEN AND ASSOCIATES, INC.

5 The undersigned hereby established a general business
6 corporation pursuant to the Idaho Business Corporation Act and
7 adopts the following charter:

8 1. The name of the corporation is Larry Wintersteen
9 and Associates, Inc.

10 2. The corporation shall commence on October 16,
11 1984, and the period of its duration is perpetual.

12 3. The purposes for which the corporation is organ-
13 ized includes the transaction of any or all lawful business,
14 including, but not limited to the medical and dental practice
15 management and consulting business.

16 4. The address of the initial registered office is
17 5440 Franklin Road, Suite 107, Boise, Idaho. The name of its
18 original registered agent is Landen Blair.

19 5. The name and address of the initial person who is
20 to serve as director until the first annual meeting of share-
21 holders or until his succesor(s) is (are) elected and shall
22 qualify is as follows:

23 Larry R. Wintersteen
24 218 Hilldrop
25 Caldwell, Idaho 83605
26
27

1 6. The Board of Directors shall consist of one or
2 more shareholders of the corporation as specified in its
3 By-Laws, elected by the shareholders of the corporation.
4

5 7. Each director shall hold office until the next
6 annual meeting of the corporation or until his successor shall
7 have been duly elected and qualified.

8 8. The officers of the corporation shall be a presi-
9 dent and secretary/treasurer, and such other officers as the
10 Board of Directors shall designate from time to time.

11 9. The officers of the corporation shall be elected
12 by the Board of Directors and shall hold office until the next
13 annual meeting of the board or until their successors shall have
14 been duly elected and qualified.

15 10. The duties and powers of the officers shall be
16 such as are designated by the Board of Directors.

17 11. The aggregate number of shares which the corpora-
18 tion shall have authority to issue is 10,000 shares with such
19 shares having no par value as common voting stock. The determi-
20 nation on no par value will be determined by the Board of Direc-
21 tors as to the consideration to be paid for such shares.

22 12. Shares shall be voted only by the holder of record
23 or another shareholder of the corporation in accordance with a
24 written proxy executed by a holder of record. Each shareholder
25 shall be entitled to one (1) vote for each share of stock owned
26 by him or her.

27 13. The shares of the corporation held by a deceased
or retired shareholder shall be either redeemed or cancelled by

1 the corporation, or transferred to another shareholder within
2 six months after the date of death or retirement. Shares shall
3 not be transferred to non-shareholders without first being of-
4 fered at their fair market value to the remaining shareholders
5 of the corporation. Shares not so redeemed or transferred with-
6 in the required period of time shall be cancelled at the end of
7 such period.

8 14. The Board of Directors is invested with authority
9 to determine and set all respective designations, preferences,
10 and restrictions not in conflict herewith, to implement provi-
11 sions for the issuance and sale of the respective classes of
12 stock as appropriate.

13 15. The name and address of the incorporator is as
14 follows:

15 Larry R. Wintersteen
16 218 Hilldrop
Caldwell, Idaho 83605

17 The undersigned applies to the State of Idaho, by
18 virtue of the laws of the land, for a charter for the purposes
19 and with the powers, etc., declared in the foregoing instrument.

20 DATED this 16th day of October, 1984

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22 
23 Larry Wintersteen
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