

ARTICLES OF INCORPORATION

OF

PRIMARY CARE SPECIALISTS, P.A.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, and the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is PRIMARY CARE SPECIALISTS, P.A.
2. **DURATION:** The period of its duration is perpetual.
3. **PROFIT:** This is a for profit corporation.
4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to engage in the practice of family medicine and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under
and the Idaho Professional Service Corporation Act, as the same from time to time shall be amended.
5. **SHARES AUTHORIZED AND SHAREHOLDERS:** The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of no par value common stock. The shares of the corporation shall be issued and transferred only to individuals authorized to be a shareholder under the Idaho Professional Service Corporation Act and the corporation's Bylaws.
6. **PRE-EMPTIVE RIGHTS:** Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the

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transfer of shares and fixing greater voting or quorum requirements for board of director or shareholder action than required by the Idaho Business Corporation Act.

8. **REGISTERED AGENT AND OFFICE:** The registered agent is Richard Maynard, D.O., and the registered office is located at 500 S. 11th, Pocatello, Idaho 83201.

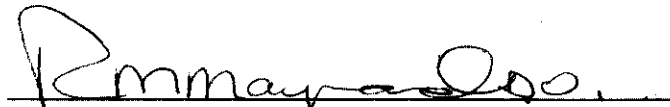
9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided in the corporation's By Laws.


10. **INCORPORATORS:** The name and address of each incorporator is:

Richard Maynard, D.O.
500 S. 11th
Pocatello, Idaho 83201

Mark Mansfield, M.D.
500 S. 11th
Pocatello, Idaho 83201

DATED this 11th day of February, 1999.

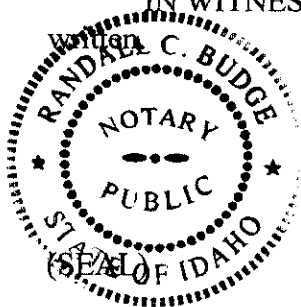

RICHARD MAYNARD, D.O.


MARK MANSFIELD, M.D.

STATE OF IDAHO)
 : SS
County of Bannock)

On this 11th day of February, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Maynard, D.O., known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above

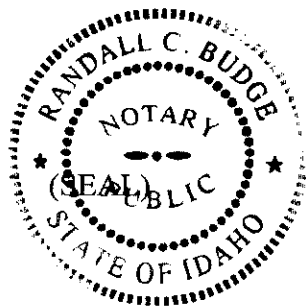


Randall C. Budge
NOTARY PUBLIC FOR IDAHO,
Residing at: Pocatello, Id.
My Commission Expires: 10/11/2000

STATE OF IDAHO)
 : SS
County of Bannock)

On this 11th day of February, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Mark Mansfield, M.D., known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Randall C. Budge
NOTARY PUBLIC FOR IDAHO,
Residing at: Pocatello, Id.
My Commission Expires: 10/11/2000