

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
KIMBERLY A. VORSE, M.D., P.C.**

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SECRETARY OF STATE
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Effective as of July 1, 2005 (the "Effective Date"), the Articles of Incorporation of Kimberly A. Vorse, M.D., P.C., an Idaho professional corporation, are in their entirety as follows:

**ARTICLE 1
NAME**

The name of the corporation is Kimberly A. Vorse, M.D., P.C. (the "Corporation").

**ARTICLE 2
INCORPORATOR**

The name of the incorporator is Brian C. Larsen; and the incorporator's address is 877 W. Main Street, Suite 1000, Boise, Idaho 83702.

**ARTICLE 3
CORPORATE PURPOSES**

The purposes for which this Corporation is organized are to conduct the practice of medicine by rendering services encompassing anesthesiology, pain management, sleep medicine, and associated professional and medical services, and to transact any and all other lawful business permitted under the Idaho Professional Service Corporation Act (as now in effect or hereafter amended) including (without limitation) the investment of the Corporation's funds in real estate, mortgages, stocks, bonds or any other type of investments and the ownership of real or personal property necessary for the rendering of such professional services and allied professional services. This Article shall not be deemed to authorize the Corporation to render any allied professional services if and to the extent that the law of the state of Idaho pertaining to the optometric or allied professions or the code of ethics or professional responsibility of any of such professions prohibits such a combination of professional services.

**ARTICLE 4
AUTHORIZED SHARES**

4.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 100,000, all of which shall be common voting stock at no par value. The Corporation may issue its common stock only to natural persons duly licensed or otherwise legally authorized to practice medicine within the state of Idaho.

4.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

4.3 Bylaws. The Corporation's board of directors or its shareholders are authorized to adopt bylaws restraining the alienation of shares of the Corporation's common stock and providing for the purchase or redemption by the Corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the Corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the Corporation.

ARTICLE 5 VOTING

Each outstanding share of Corporation's common stock 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.

ARTICLE 6 PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

ARTICLE 7 CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

ARTICLE 8 BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority, and the business and affairs of the Corporation managed under the direction, of its board of directors subject to any limitation set forth in any shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than three (3). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Kimberly A. Vorse, M.D.	380 Washington Avenue, Suite 201 P.O. Box 5000 Ketchum, ID 83340-5000

ARTICLE 9 INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any

failure to take action, as a director except for 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 Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**ARTICLE 10
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.

**ARTICLE 11
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation is 380 Washington Avenue, Suite 201, Ketchum, Idaho, 83340, and its registered agent at that address is Kimberly A. Vorse, M.D.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 1st day of July, 2005.



Brian C. Larsen, Incorporator