

# State of Idaho

## Department of State

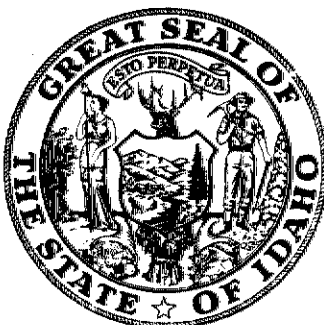
### CERTIFICATE OF INCORPORATION OF

SOUTHERN IDAHO PAIN INSTITUTE, P.C.  
File number C 117273

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 the above named corporation, 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: November 29, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Harold*

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CORP

CK #: 20187 CUST# 2050

DATE 11/29/1996 0900 42743

IDAHO SECRETARY OF STATE

Nov 29 10 47 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

OF

SOUTHERN IDAHO PAIN INSTITUTE, P.C.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Professional Service Corporations Act, Idaho Code § 30-1301, *et seq.*, and certify in writing:

### ARTICLE I

#### NAME

The name of the corporation shall be SOUTHERN IDAHO PAIN INSTITUTE, P.C.

### ARTICLE II

#### PURPOSES AND POWERS

The purposes for which this corporation is formed are to own and operate a clinic for the care, treatment and management of acute and chronic pain, and further to engage in any lawful act or activity for which corporations may be organized under the Professional Service Corporations Act, and to possess and exercise all the powers, privileges and prerogatives granted by the Professional Service Corporations Act, or by any lawful powers, privileges and prerogatives incidental thereto, so far as such powers, privileges and prerogatives are necessary and/or convenient to the conduct, promotion or attainment of the lawful business or purposes of the corporation.

### ARTICLE III

#### DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

### ARTICLE IV

#### REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 133 Shoshone Street North, Twin Falls, ID 83301. The post office address of the registered

office of the corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 389, Twin Falls, ID 83303. John C. Hohnhorst shall be the registered agent for the corporation at the address set forth above.

## **ARTICLE V CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$.01 per share.

## **ARTICLE VI INCORPORATORS**

The names and addresses of the incorporators are:

Clinton L. Dille, M.D.  
236 Martin St.  
Twin Falls, ID 83301

Thomas E. Davis, M.D.  
236 Martin St.  
Twin Falls, ID 83301

## **ARTICLE VII MANAGEMENT**

The business of the corporation shall be managed by a board of at least two directors, except that if all of the shares of the corporation are owned beneficially and of record by either one, or more than two stockholders, the number of directors shall be equal to the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

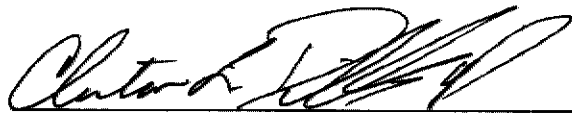
## **ARTICLE VIII BY-LAWS**

The initial By-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

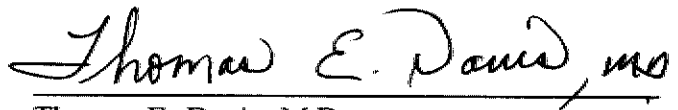
**ARTICLE IX  
TAXATION CONSIDERATIONS**

The corporation shall be organized as a "Subchapter S" corporation for federal and state income taxation purposes, and shall continue to possess such status unless and until a majority of the shareholders shall determine that the best interests of the corporation or the shareholders would be served by altering such status. The corporation shall be organized and capitalized in conformity with § 351 of the Internal Revenue Code. The corporation shall be organized and managed as a "Small Business Corporation" as defined in Internal Revenue Code § 1244, as amended, and all shares of stock issued by the corporation shall be "Section 1244 Stock" as defined thereby.

Dated this 27<sup>th</sup> day of November, 1996.



Clinton L. Dille, M.D.

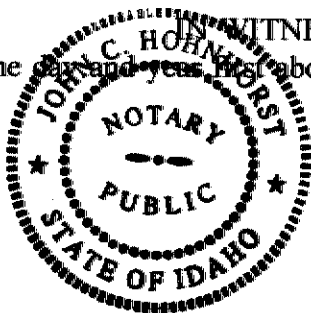


Thomas E. Davis, M.D.

STATE OF IDAHO           )  
  )  
County of Twin Falls    )

On this 27<sup>th</sup> day of November, 1996, before me, the undersigned, a notary public in and for said county and state, personally appeared Clinton L. Dille, M.D., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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





NOTARY PUBLIC FOR IDAHO

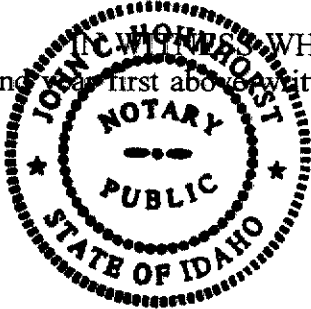
Residing at: Twin Falls

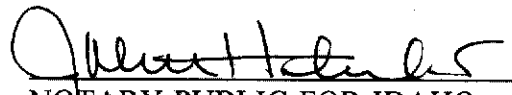
Commission Expires: Sept. 1997

STATE OF IDAHO           )  
                                      )  
County of Twin Falls       )

On this 27<sup>th</sup> day of November, 1996, before me, the undersigned, a notary public in and for said county and state, personally appeared Thomas E. Davis, M.D., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

WHEREOF, I have hereunto set my hand and affixed my official the day and year first above written.



  
NOTARY PUBLIC FOR IDAHO  
Residing at: Twin Falls Id  
Commission Expires: Sept. 1997

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