



CERTIFICATE OF INCORPORATION  
OF

FAMILY PRACTICE GROUP, P.A.

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: February 10, 1989



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FAMILY PRACTICE GROUP, P.A.

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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a licensed Medical Doctor and of legal age and a citizen of the United States of America, do voluntarily and for the purposes of forming a Professional Service Corporation under Title 30, Chapter 13 of the Laws of the State of Idaho, state as follows:

ARTICLE I.

The name of this corporation is FAMILY PRACTICE GROUP, P.A..

ARTICLE II.

The initial registered agent of the corporation is Michael S. Baker, whose mailing address is 755 Hospital Way, Suite A-4, Pocatello, Bannock County, Idaho 83201. The location and post office address of the corporation's registered office in the State of Idaho is 755 Hospital Way, Suite A-4, Pocatello, Bannock County, Idaho, but branch places of business, each complete in itself, for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho and within or without the United States of America.

### ARTICLE III.

The corporation is to have perpetual existence.

### ARTICLE IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to practice medicine as a Surgeon and Medical Doctor in the State of Idaho.

A. To exercise all privileges and rights of a Medical Doctor of the State of Idaho and to be subject to all duties and responsibilities of a Medical Doctor of the State of Idaho.

B. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real or personal property necessary for the rendering of professional services, to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law.

C. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

D. To have and use a corporate seal which may be altered at pleasure.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and for investment purposes, to purchase,

guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or otherwise dispose of, and otherwise use and deal in and with shares or other interest in or obligations of other domestic or foreign corporation, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government state, territory, governmental district or municipality or of any instrumentality thereof.

F. To appoint such officer, employees and agents as the business of the corporation may require and to allow them compensation.

G. To make bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

H. To issue shares and admit shareholders.

I. To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by law.

J. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

K. To do all acts permitted Professional Service Corporations by the State of Idaho and all such other acts as are necessary and expedient to accomplish its stated purposes.

L. To have, exercise and enjoy all of the powers now or hereafter granted to Professional Service Corporations

organized under the laws of the State of Idaho, Title 30, Chapter 13, Idaho Code Annotated.

M. All of the foregoing provisions of this Article IV are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not limit or restrict in any manner the general powers of the corporation. The purposes, objects and powers specified in each of the paragraphs of this Article IV of the Articles of Incorporation shall not in otherwise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article IV or of any provision of these Articles of Incorporation, and the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act prohibited to Professional Service Corporations formed under the laws of the State of Idaho.

#### ARTICLE V.

The amount of the capital stock of this corporation shall be One Thousand Dollars (\$1,000.00), divided into 1,000 shares of common stock of the par value of One Dollar (\$1.00) per share.

A. Each shareholder must be an individual who is duly licensed or otherwise legally authorized to practice as a Medical Doctor in the State of Idaho.

B. No shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting and specially called for such purposes, by such proportion, not less than a majority, of the outstanding stock, as may be provided in the certificate of incorporation or in the bylaws. At such shareholders' meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted.

C. The corporation shall adopt bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, 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 VI.

All stock of the corporation not subscribed for shall remain in the corporation treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to qualified professional persons as the shareholder may determine, including the power and authority to issue the said stock for consideration other than cash, such as for labor, services performed or other personal and/or real property.

VII.

The private property of the shareholders of this corporation shall not be liable for the debts, obligations or liabilities of the corporation.

VIII.

The name and post office address of the incorporator and sole shareholder and the number of shares subscribed by him are as follows:

<u>Name and Address</u>	<u>Shares</u>
Michael Baker, M.D. 755 Hospital Way Suite A-4 Pocatello, Idaho 83201	100

ARTICLE IX.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, the shareholder is expressly authorized to adopt, alter, amend or repeal the bylaws of the corporation subsequent to the adoption of the initial bylaws by the shareholders.

ARTICLE X.

Meetings of the shareholders may be held within or without the State of Idaho and at such times and places as may be provided by the bylaws.

ARTICLE XI.

The corporation will not have a Board of Directors.

ARTICLE XII.

An annual meeting of the shareholders shall be held within or without the State of Idaho at such time and at such place as may be provided.

ARTICLE XIII.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand this 7<sup>th</sup> day of <sup>February</sup> ~~January~~, 1989.

  
MICHAEL S. BAKER

STATE OF IDAHO           )  
                                  :SS  
County of Bannock       )

On this 7<sup>th</sup> day of <sup>February</sup> ~~January~~, 1989, before me, a Notary Public in and for said County and State, personally appeared MICHAEL S. BAKER, 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 seal the day and year in this certificate first above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho  
My commission expires: 12-12-94

(SEAL)