

ARTICLES OF INCORPORATION

OF

ADVANCE PHYSICAL THERAPY, P.A.

**FILED/EFFECTIVE**

00 MAY 19 AM 9:26

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS:

That we the undersigned, **JULIE PRICE** and **SHANE MAIXNER** do hereby form the following Professional Corporation pursuant to the Idaho Professional Service Act.

ARTICLE I.

The name of this Corporation shall be ADVANCE PHYSICAL THERAPY, P.A.

ARTICLE II.

The period of duration of this Corporation shall be perpetual.

ARTICLE III.

The Registered Agent of this Corporation is Julie Price.

ARTICLE IV.

The registered office of the corporation  
Pine Street, Sandpoint, Idaho 83864.

IDAHO SECRETARY OF STATE

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## ARTICLE V.

The purposes and objectives of the Corporation are:

1. To engage in the practice of physical therapy.
2. To issue shares of stock of this Corporation to any person qualified by the State of Idaho to practice the profession of physical therapy and allied professional services.
3. To secure any and all contracts, obligations, or liabilities, insofar as permitted by law; to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this Corporation.
4. It is the intention of the incorporators of this Corporation that the foregoing clauses shall be construed both as objects and powers of the Corporation and not as limitations upon such powers, except where such limitation may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the Corporation, but that said Corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of its stated purposes.

## ARTICLE VI.

The Corporation shall be subject to the following specific limitations:

1. No shareholder of this Corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the Corporation.

2. If any officer, shareholder, agent, or employee of this Corporation who has been rendering professional service to the public in the practice of physical therapy as the same is defined in Idaho Code Section 54-2201 et seq., becomes legally disqualified to render such professional service within this state, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon her/his continued rendering of such professional services, she/he shall forthwith sever all employment with, and financial interest in, the Corporation.

3. No shareholder of the Corporation may sell or transfer her/his shares of stock of this Corporation except to another individual who is licensed to practice physical therapy pursuant to the provisions of I.C. 30-1310., and such sale or transfer may be made only after the same is approved at a stockholders' meeting specially called for such purpose by not less than a majority of the outstanding stock of this Corporation. The Board

of Directors or shareholders of this Corporation may adopt by-laws or shareholders agreements further restraining the alienation of shares of stock of the Corporation providing for the purchase or redemption by the Corporation of its shares.

4. This Corporation may consolidate or merge only with another domestic corporation organized under Chapter 13, Title 30, Idaho Code, to render the specific professional services for which the corporation is formed, and a merger or consolidation with any foreign corporation is prohibited.

5. This Corporation may render professional services in the practice of physical therapy only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of law to the public within the State of Idaho.

## ARTICLE VII

The business of this Corporation shall be managed and conducted by a board of directors of not less than two nor more than nine. The first board shall be appointed by the incorporators of this corporation and the entire board shall be

elected annually thereafter by the stockholders at the annual meeting. The initial directors shall be Julie Price and Shane Maixner, who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified.

#### ARTICLE VIII

The Board of Directors of this Corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors, and as permitted by law.

#### ARTICLE IX

The by-laws of this Corporation may be repealed, amended, altered, or new by-laws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued.

#### ARTICLE X

The capital stock of this corporation shall consist of 2,000 shares of no par, nonassessable, common stock.

ARTICLE XI

The name and address of the initial incorporators are Julie Price, 198 Old Sawmill Road, Sagle, Idaho 83860 and Shane Maixner, Post Office Box 1021, Sandpoint, Idaho 83864.

IN WITNESS WHEREOF, the parties hereto have executed these presents this 17 day of May, 2000.

  
Julie Price

  
Shane Maixner