

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HEALTH IMPROVEMENT ASSOCIATES, INC.

File number C 110642

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: May 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ma Sikel*

**ARTICLES OF INCORPORATION  
OF  
HEALTH IMPROVEMENT ASSOCIATES, INC.**

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

**FIRST:** The name of the corporation is Health Improvement Associates, Inc.

**SECOND:** The period of duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are the providing of healthcare management and consulting services and the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares, at no par value (\$-0-) per share.

**FIFTH:** There are no provisions denying preemptive rights.

**SIXTH:** The address of the initial registered office of the corporation is 1149 Juniper Street North Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Kenneth Fry.

**SEVENTH:** The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Name  
John W. Bingham

Address  
581 Sunrise Boulevard North  
Twin Falls, ID 83301

Kenneth W. Fry

1149 Juniper Street North  
Twin Falls, ID 83301

EIGHTH: The names and addresses of the incorporators are:

Name

John W. Bingham

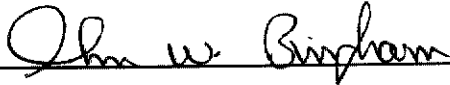
Address


581 Sunrise Boulevard North  
Twin Falls, ID 83301

Kenneth W. Fry

1149 Juniper Street North  
Twin Falls, ID 83301

DATED this 9th day of May, 1995.

  
\_\_\_\_\_  
JOHN W. BINGHAM

  
\_\_\_\_\_  
KENNETH W. FRY