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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
ORTHOPEDIC REPLACEMENT SOCIETY, INC.

IDAHO SECRETARY OF STATE
DATE 06/04/1997 0900 98634
CK # 36598 CUST# 3544
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In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code Section 30-3-1, et seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify as follows:

ARTICLE I
NAME

The name of the Corporation is ORTHOPEDIC REPLACEMENT SOCIETY, INC.

ARTICLE II
PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

The purpose for which the Corporation is founded are as follows:

- a. Charitable Organizations: To consult, counsel, and/or support patients who need orthopedic replacement of joints such as hips, knees and shoulders;
- b. Health Research: To support hospitals, health care providers and other charitable organizations for the purpose of furthering medical and health research to better the health of humanity;
- c. Other Charitable Purposes: For the transaction of any lawful activity, except as otherwise restricted herein.

This Corporation is organized exclusively for charitable, scientific, literary, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

MEMBERS

The Corporation shall have no members.

ARTICLE V

REGISTERED OFFICE

The registered office of the Corporation is located at 2900 Government Way, Suite 211, Coeur d'Alene, Idaho 83814.

ARTICLE VI

REGISTERED AGENT

The registered agent of the Corporation, whose address is the same as that of the registered office of the Corporation is Tamara Wells.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time by the Bylaws, but at no time shall the Board be less than three (3) members nor more than five (5) members. The name and address of the person who is to act as the initial Board of Directors of the Corporation, to serve until their successor(s) have been selected, is:

Tamara Wells
2900 Government Way
Suite 211
Coeur d'Alene, ID 83814

Louise Lentz
2219 Thousand Oaks Boulevard
Suite 198
Thousand Oaks, CA 91362

Taren Kelly
6428 Doby Peak
Las Vegas, NV 89108

The selection process for Board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Tamara Wells
2900 Government Way
Suite 211
Coeur d'Alene, ID 83814

ARTICLE IX
DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation, pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the Corporation. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the Corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in Section 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE X
AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the Corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code Section 30-3-90.

ARTICLE XI
ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors, and a majority of the number of Directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than the greater of one-

third(1/3) of the number of Directors in office or two (2) Directors. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers as may be provided for in the Bylaws.


ARTICLE XII RESTRICTIONS

Pecuniary profit is not the object or purpose of this Corporation. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, Officer or member thereof or to the benefit of any private person.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under Section 4942 of the Internal Revenue Code of 1954 and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of such Code), retain any excess business holdings (as defined in Section 4943(c) of such Code), make any investments referred to in Section 4944 of such Code, or make any taxable expenditures (as defined in Section 4945(d) of such Code) in such manner as to subject the Corporation to tax pursuant to Section 4945.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 25th day of July, 1997.


TAMARA WELLS