

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

JON P. WAGNILD, M.D., P.A.

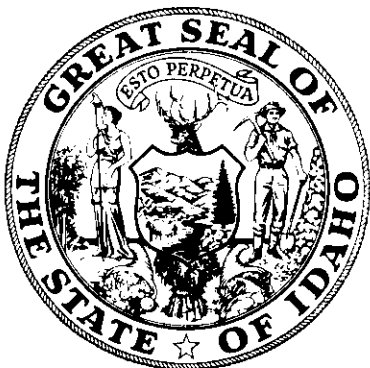
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

JON P. WAGNILD, M.D., P.A.

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 12, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

JON P. WAGNILD, M.D., P.A.

SECRETARY OF
STATE

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO--

KNOW ALL PERSONS BY THESE PRESENTS:

That I, the undersigned, being a natural person of majority age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Professional Service Corporation Act (Chapter 13, Title 30, Idaho Code) do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be JON P. WAGNILD, M.D., P.A.

ARTICLE II

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which said corporation is formed are:

(a) To own and operate a medical clinic for furnishing the necessary services, facilities, and equipment used in the care and treatment of the sick and infirm, with a particular emphasis on the practice of nephrology and internal medicine, and

To own and operate laboratories, pharmacies, and all types of electrical and mechanical equipment, supplies, and materials used in or incidental to the operation of a medical clinic.

The Corporation shall carry out such purposes by means of employing duly licensed physicians and surgeons, and such nurses, technicians, and other personnel as are necessary, and shall be authorized to receive and collect fees or compensation for the services rendered by such licensed physicians and surgeons.

(b) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 13, Title 30, Idaho Code, Professional Service Corporation Act, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes.

(c) To borrow money or otherwise incur indebtedness to such limits as may be authorized by the Board of Directors, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable secured and unsecured.

(d) To conduct business in this State or other states, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business outside of this State, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes of this corporation; to acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and to assume the liabilities of any part of any person, firm, association, corporation, or other business organization, and to pay for said good will rights, property, and assets in cash and the stock of this corporation, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all and any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties.

(e) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

(f) To purchase, lease or otherwise acquire by bequest, devise, gift or other means and to hold, own, manage or develop and to mortgage, hypothecate, sell, convey, exchange, option, subdivide or otherwise dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the affairs of this corporation and in any manner that may be necessary, useful or advantageous for the purposes of this corporation.

(g) To carry on any of the foregoing or closely related businesses as principal, agent, lessor, lessee, assignor, assignee, licensee, partner, or otherwise, which can be generally on in connection with any of the pursuits aforesaid.

(h) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business or exercise any powers or do any act which corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified herein shall in no wise restrict or limit by reference or influence the terms, objects, purposes and powers of any other clauses, paragraphs or Articles of the Articles of Incorporation.

ARTICLE IV

STOCK TRANSFER RESTRICTIONS

The Board of Directors is hereby authorized and empowered to impose such restrictions and restraints as to transfer or alienation of shares of stock of this corporation as they shall from time to time prescribe in the By-Laws.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to allot is 2,500, each of the par value of \$1.00, and all of one class to be known as Common Shares.

ARTICLE VI

STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is \$1,000 which has been fully paid to the Corporation in cash, and the Corporation shall allot 1,000 shares of the Common Shares therefor.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 222 North Second Street, Boise, Idaho, or such other address as shall be designated by the Director.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR/REGISTERED AGENT

The name and post office address of the incorporator, who is also the registered agent and a physician duly licensed to practice medicine in the State of Idaho, is:

Jon P. Wagnild, M.D. 3271 Maverick Lane, Boise, ID 83709

ARTICLE IX

BOARD OF DIRECTORS

The business and financial affairs of this corporation shall be managed and controlled by a board of one (1) director or such other number as from time to time be specified by the By-Laws, to be elected annually at the annual meeting of shareholders. This provision is adopted pursuant to §30-1315, Idaho Code, which provides that a "professional corporation which has only one (1) shareholder need have only one (1) director, who shall be such shareholder. He shall also serve as the president and treasurer of the corporation."

The name and address of said Director, who shall also serve as President and Treasurer of the Corporation, is:

Jon P. Wagnild, M.D. 3271 Maverick Lane, Boise, ID 83709

ARTICLE X

ANNUAL MEETING

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of this corporation at 222 North 2nd Street in Boise, Idaho, on the 15th day of July of each year, or at such other places as may be determined from time to time by the Board of Directors.

In all elections for directors, each shareholder shall be entitled to one (1) vote for each share of stock owned by him for each director to be elected. The vote for the election for directors shall be conducted in such manner and form as may be provided by the By-Laws.

ARTICLE XI

BY-LAWS

The Director of this corporation, in the manner provided in the By-Laws, shall have the power to repeal or amend the By-Laws or to adopt a new code of By-Laws.

ARTICLE XII

STOCKHOLDER INTERESTS

The private property of the stockholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, and the stock held by said stockholders shall be non-assessable.

ARTICLE XIII

CORPORATE CONTRACTS

No contracts, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 10th day of November, 1981.


JON P. WAGNILD, M.D.

On this 10th day of November, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared JON P. WAGNILD, 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.

Paul J. Busor
Notary Public for Idaho
Residing at Boise, Idaho