

FILED

**Articles of Incorporation**  
**of**  
**Mountain States Medical Group, P.A.**

JUN 23 1998  
IDAHO SECRETARY OF STATE  
66/23/1998  
546 CT: 100577 BH: 122107  
100.00 = 100.00  
AN '98  
STATE  
RECEIVED

0124533

**Article I. Name**

The name of the corporation is **Mountain States Medical Group, P.A.** ("Corporation").

**Article II. Authorized Shares**

The aggregate number of shares the Corporation is authorized to issue shall be **10,000**, all of which shall be common voting stock.

**Article III. Registered Office and Agent**

The address of the registered office of the Corporation is **4809 Fairview Avenue, Boise, ID 83706** and its registered agent at that address is **Richard J. McChrystal, P.A.-C.**

**Article IV. Purpose**

The Corporation may only engage in the practice of **medicine**, and provide any allied professional services and services ancillary to the practice of **medicine** that are permitted by the Idaho Professional Service Act or the laws of and jurisdiction in which the Corporation may do business. The Corporation shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business as described in this Article.

**Article V. Persons or Entities Eligible to be Shareholders**

Subject to the laws of the jurisdiction in which the Corporation may do business, only persons duly licensed or otherwise legally authorized to engage in the practice of **medicine**, or professional corporations, partnerships or limited liability companies all of whose shareholders, partners or members are duly licensed or otherwise legally authorized to engage in the practice of **medicine**, may be shareholders.

**Article VI. Initial Board of Directors**

The number of directors constituting the initial board of directors of the corporation is **2** whose names and addresses are:

**Richard J. McChrystal, P.A.-C**

**4809 Fairview Avenue, Boise, ID 83706**

**Allen R. Neuenschwander, M.D.**

**4809 Fairview Avenue, Boise, ID 83706**

## **Article VII. Incorporators**

The names and addresses of the incorporators are as follows:

**Richard J. McChrystal, P.A.-C**

**4809 Fairview Avenue, Boise, ID 83706**

**Allen R. Neuenschwander, M.D.**

**4809 Fairview Avenue, Boise, ID 83706**

## **Article VIII. Voting Entitlement of Shares**

### **Section 8.01 In General**

Except as provided in Sections 8.02 and 8.04, and Article IX, below, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

### **Section 8.02 Treasury Shares**

Corporation is not entitled to vote treasury shares. The shares of Corporation are not entitled to vote if they are owned, directly or indirectly, by a second Corporation, domestic or foreign, and Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

### **Section 8.03 Exception for Shares Held in a Fiduciary Capacity**

Section 8.02 does not limit the power of Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

### **Section 8.04 Redeemable Shares**

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

## **Article IX. Cumulative Voting**

All shareholders are entitled to cumulate their votes for directors, i.e., they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

## **Article X. Preemptive Rights**

Corporation elects to have preemptive rights.

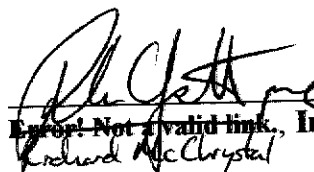
## Article XI. Indemnification

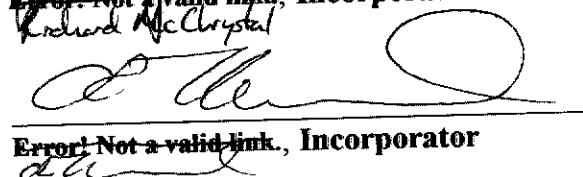
Corporation shall indemnify the directors and officers of Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted Corporation to provide prior to such amendment).

## Article XII. Limitation Of Liability

No director shall be liable to Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 19 day of June, 1998.

  
Error! Not a valid link., Incorporator

  
Error! Not a valid link., Incorporator