

COPY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

JOHN E. THOMSON, DDS, P.A.

FILED EFFECTIVE
2006 OCT 13 AM 9:34

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, acting as incorporator of a corporation under the Professional Service Corporation Act (Act), adopts the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is John E. Thomson, DDS, P.A.

2. Purpose. The purposes for which this corporation is formed are to engage in the practice of dentistry; to treat, prescribe, diagnose, or operate for any disease, pain, injury, deficiency, deformity, or physical condition of human teeth, gums, jaws, and adjacent tissues; to own and operate a dentist office; and generally to carry on any other business or service which can be advantageously pursued in connection with or incidental to any of the above stated purposes. The corporation may further engage in any or all other lawful business or practices for which corporations may be organized under the Professional Services Corporation Act.

In connection with the above stated purposes, the corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, to acquire, own, and dispose of real and personal property, and to do all other acts to the extent permitted under the Professional Services Corporation Act.

3. Duration. The period of duration of this corporation is perpetual.

4. Registered office and agent. The address of the registered office of the corporation is 307 S. 8th Street, St. Maries, Idaho 83861, and the registered agent at that address is John E. Thomson, D.D.S.

5. Stock. The total authorized number of par value shares of stock is Fifty Thousand (50,000).

The aggregate par value of the total authorized number of par value shares is Fifty Thousand and no/100 Dollars (\$50,000.00).

6. Transfer of Stock. Corporate stock shall be issued only to persons duly licensed and legally authorized to render dentistry services and engage in the general practice of dentistry. No shareholders of the corporation organized under these articles shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares of stock.

No shareholder of the corporation may sell or transfer his or her shares in the corporation except to another individual who is eligible to be a shareholder of the corporation, and any such sale or transfer may be made only after the same shall have been approved at a

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stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the Certificate of Incorporation or the Corporate By-Laws.

7. Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the board of directors shall be one (1) to three (3). The shareholders may change the size of the Board of Directors, or change from a variable range to a fixed-size Board of Directors.

8. Incorporator. The name and address of the incorporator of this corporation is:

John E. Thomson, DDS
307 S. 8th Street
St. Maries, Idaho 83861

9. Voting Entitlement of Shares.

(1) Except as provided in sections 2 and 4 of this Article, and Article 10, below, providing for cumulative voting for votes cast for directors, 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.

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

(3) Section 2 of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) 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.

10. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, 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.

11. Preemptive Rights. The corporation elects to have preemptive rights.

12. Indemnification/Liability. To the fullest extent permitted by law, and the Act, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director,

officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director or officer shall be liable to the 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 or officer to which he or she is not entitled:

(ii) An intentional infliction of harm on the corporation or the stockholders; or

(iii) An intentional violation of criminal law.

(iv) A director shall also be liable for a violation of Section 30-1-833, Idaho Code.

In witness whereof, I have subscribed these Articles of Incorporation this 9 day of October, 2006.


John E. Thomson, Incorporator

ARTICLES OF AMENDMENT AND RESTATEMENT

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends and restates its articles of incorporation as follows:

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: John E. Thomson, DDS, P.A.
2. The text of the amended and restated articles is as follows:

The following restatement of Articles 1, 2, 3, 5, and 6, the amendment to Articles 4, 7 and 8, and the adoption of new Articles 9, 10, 11 and 12, to the Amended and Restated Articles of Incorporation of John E. Thomson, DDS, P.A., were adopted by the Directors of the Corporation, and unanimously approved by the Shareholders of the Corporation, in the manner provided by Idaho Code § 30-1-1003, the Act. See attached.

3. The date of the adoption of the amendment was: October 9, 2006.

4. Manner of adoption:

The Amended and Restated Articles of Incorporation were approved by the Corporation's Board of Directors, and unanimously approved by the Shareholders of the Corporation, pursuant to Idaho Code Section 30-1-1003, as follows:

- (1) Required adoption by the Board of Directors; and
- (2) Required approval by the Shareholders.

DATED: 10-9-06

Signed by: John E. Thomson
John E. Thomson, President

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IDAHO SECRETARY OF STATE
10/13/2006 05:00
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