

86065-a



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**OPTOMETRIC SERVICE ORGANIZATION, INC.**

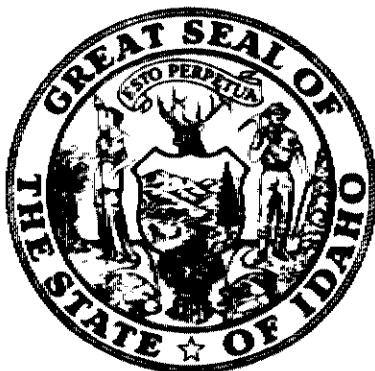
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**IDAHO EYECARE SERVICES, INC.**

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated \_\_\_\_\_ **November 13** , 19 **90** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*\_\_\_\_\_*

Corporation Clerk

ARTICLES OF AMENDMENT  
OF  
OPTOMETRIC SERVICE ORGANIZATION, INC.

APR 13 2 30 PM '93  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the duly elected President and Secretary, respectively, of OPTOMETRIC SERVICE CORPORATION, INC., an Idaho nonprofit corporation formed under the provisions of Title 30, Chapter 3 of the Idaho Code, hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation is Optometric Service Organization, Inc.

ARTICLE II

AMENDMENTS

1. Article I of the Articles of Incorporation of said corporation is hereby amended in its entirety to read as follows:

"The name of the Corporation shall be IDAHO EYECARE SERVICES, INC."

2. Section (a) of Article XII of the Articles of Incorporation of said corporation is hereby amended in its entirety to read as follows:

"(a) Through and until December 31, 1990, the business of the corporation shall be managed by a board of directors comprised of five (5) persons, three (3) of whom shall be ophthalmologists and two (2) of whom shall be

optometrists. Commencing on January 1, 1991 and thereafter, the number of directors shall be four (4), consisting of two (2) ophthalmologists and two (2) optometrists. Each director shall be elected by the members for a term of two (2) years, and shall serve the term for which he or she was elected or until his or her successor is duly elected and qualified. The number of directors may be amended only by amendment to these Articles of Incorporation."

3. Article VII of the Articles of Incorporation of said corporation is hereby amended in its entirety to read as follows:

"The corporation shall be organized without shares of stock, but shall issue certificates of membership as provided for in Title 30, Chapter 3, of the Idaho Code. The property rights and interest in the corporation of each member shall be equal. The membership shall be divided into three classes according to profession. The classes shall consist of ophthalmologists, optometrists and opticians. The admission of members shall be governed by the Bylaws of the corporation. All members in good standing shall be entitled to vote and, except as provided herein and in the Bylaws, all members shall be entitled to one (1) vote on each matter submitted to a vote of the members. In the election of directors, member ophthalmologists and opticians shall be entitled to vote for the ophthalmologist directors and member optometrists and opticians shall be entitled to vote for optometrist directors."

4. Article XIII of the Articles of Incorporation of said corporation is hereby amended in its entirety to read as follows:

"The power to adopt, repeal and amend the Bylaws of the corporation shall be vested in the members, unless delegated to the Board of Directors by the members, and the Bylaws may be amended, adopted, or repealed in the manner set forth in the Bylaws."

5. Article XIV of the Articles of Incorporation of said corporation is hereby amended in its entirety to read as follows:

"These Articles of Incorporation may be amended in any respect so as to include any provisions authorized by the laws of the State of Idaho upon the affirmative vote of two-thirds of each class of members, each class voting separately, at a meeting of the members duly called for that purpose at which a quorum is present in person or by proxy."


#### ARTICLE VII

##### MEETING OF MEMBERS

The foregoing amendments were adopted by the members of said corporation at a meeting duly held for such purpose on the 15th day of September, 1990, at which meeting a quorum was present and said amendment received the affirmative vote of two-thirds of the members present at said meeting, in person or by proxy, as required by the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 13<sup>th</sup> day of November, 1990.

  
\_\_\_\_\_  
Thomas W. Woodward, President

  
\_\_\_\_\_  
Randolph D. Lee, Secretary

VERIFICATION

STATE OF IDAHO )  
COUNTY OF Ada ) <sup>ss</sup>

I, Linda L. Zaccheo, a notary public, do hereby certify that on this 13<sup>th</sup> day of November 1990, personally appeared before me Dr. Randolph D. Lee, who, being by me first duly sworn, declared that he is the Secretary of Optometric Service Organization, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Linda L. Zaccheo  
Notary Public for Idaho  
Residing at: Boise ID 83704  
My Commission Expires: 12-15-92