

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PATIENT'S CHOICE INCORPORATED  
File number C 112620

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 the above named corporation, 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 13, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

Nov 13 9 46 AM '95

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

FOR

PATIENT'S CHOICE INCORPORATED

GRAND SECRETARY OF STATE

11/13/95 9:00:00 AM

Customer # 23450

IVC960023567 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

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The undersigned hereby establishes a Corporation pursuant to the Idaho Business Corporation Act, as amended ("the Act"), and adopts the following Articles of Incorporation.

FIRST: The name of the Corporation is PATIENT'S CHOICE INCORPORATED.

SECOND: The primary purpose and initial business of this Corporation is to provide management of health care services and facilities. The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon Corporations organized under the Act and may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

THIRD: The total number of shares that the corporation is authorized to issue is 1,000 shares divided into two classes, 500 shares of Class A common stock, without par value, and 500 shares of Class B common stock, without par value.

3.1 The common stock Class A and common stock Class B shall be identical in all respects, except that the holders of common stock Class B shall have no voting power for any purpose whatsoever (except for matters that the class may be empowered by statute to vote upon as a class of stock) and the holders of common stock Class A shall, to the exclusion of the holders of common stock Class B, have full voting power for all purposes.

3.2 (a) Common stock Class A shall not be issued to anyone other than an individual or a professional corporation for an individual or group of individuals who are (i) Board Certified Physicians or Surgeons, M.D. or D.O., or (ii) eligible to be Board Certified, as determined by the board of directors, in their sole discretion.

(b) Common stock Class B may be issued to anyone approved by the board of directors.

3.3 No shareholder shall enter into (i) a voting trust agreement or (ii) any other type of agreement vesting another person with the authority to exercise the voting power of any of his stock, provided, however, that a shareholder may give a proxy to another person who is a shareholder of the same class of common stock.

3.4 In the event that any share or shares of the common stock of the corporation become the property of any person or corporation who is not qualified to initially become a shareholder as hereinabove provided, such owner shall

- (a) not be authorized to exercise any voting rights,
- (b) not be entitled to any dividends on such stock, and
- (c) such stock shall be subject to call and redemption at the option of the Corporation, at any time, on 30 days written notice, for cash at its book value for liquidation plus any withheld dividends, or the original purchase price initially paid for such stock, whichever is greater.

3.5 Shares of stock in this corporation shall not be transferred or sold (i) until said sale or transfer shall have been reported to and approved by the directors, and (ii) except in compliance with the restrictions on transfer in the By Laws of this corporation.

3.6 Shareholders shall not have any preemptive rights.

3.7 Each shareholder shall be entitled to one vote for each share of common stock Class A outstanding in his name on the books of the Corporation, and shareholders do not have the right to cumulate their votes in the election of directors.

3.8 At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the Act. In the election of directors, shareholders who are classified as "specialists" shall elect the "specialist" directors, and those who are classified as "primary care" shall elect the "primary care" directors.

3.9 Any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all shareholders entitled to vote on the action taken.

3.10 No sale, lease, conveyance, transfer or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote of 2/3 of the common stock Class A stockholders. No vote shall be required of the common stock Class B stockholders.

3.11 Any amendment to these articles of incorporation shall require the approval by the vote of 2/3 of the common stock Class A stockholders. No vote shall be required of the common stock Class B stockholders unless their rights in relation to the Class A stockholders are modified.

FOURTH: The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned or capital surplus, provided the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the Corporation upon involuntary dissolution.

4.1 The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The Corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as may from time to time be limited by the By-laws of the Corporation.

SIXTH: To qualify as a director of this corporation an individual must be a Board Certified Physician or Surgeon M.D. or D.O., a shareholder of common stock Class A, and a resident of the State of Idaho. The initial board of directors shall consist of eight directors, four of whom shall be identified by the board of directors, in their sole discretion, as "specialists" and four of whom shall be identified as "primary care" physicians. The number of directors may be increased or decreased from time to time as provided in the By Laws. The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Wade M. Bateman, M.D., 3212 N. Maple Grove Road, Boise, ID 83704

Dennis N. Carter, M.D., 121 E. Fort Street, Boise, ID 83712

Jeffrey Hartford, M.D., 4809 Fairview Ave, Boise, ID 83706

Michael S. Pecora, M.D., 10464 Garverdale Ct, Boise, ID 83704

James W. Smith, M.D., 287 W. Jefferson, Boise, ID 83702

Richard A. Stillinger, M.D., 190 E. Bannock, Boise, ID 83712

Mark Szentes, M.D., 222 N. Second St., Boise, ID 83702

SEVENTH: The address of the initial registered office of the Corporation is 121 East Fort Street, Boise, ID 83712. The initial registered agent at such address is Dennis N. Carter, M.D.

EIGHTH: A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director:

- a. For any breach of the director's duty of loyalty to the Corporation or its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Provided for under section 30-1-48, Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

If the Act is at any time amended to further limit the personal liability of directors, then, without further action by the directors or the shareholders, the liability of a director shall be limited to the fullest extent not prohibited by the Act, as amended.

No repeal or amendment of these Articles of Incorporation shall adversely affect any right or any elimination or limitation of liability of a director existing at the time of the repeal or amendment.

NINTH: The names and address of the incorporator is Dennis N. Carter, M.D., 121 E. Fort Street, Boise, ID 83712

IN WITNESS WHEREOF:

Dated: November 10, 1995.

  
DENNIS N. CARTER, M.D.