

FILED EFFECTIVE

ARTICLES OF INCORPORATION 2009 MAR 26 AM 1:55  
OF  
GREGORY M. WICKERN, M.D., P.C. SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that GREGORY M. WICKERN M.D., a medical doctor, licensed to practice medicine and render medical services as such under the laws of the state of Idaho, has executed and acknowledged these Articles of Incorporation for the purpose of forming a professional corporation in the state of Idaho under the provisions of the general corporate laws of the state of Idaho and the Professional Service Corporation Act of the state of Idaho.

I.

The name of this corporation is Gregory M. Wickern, M.D., P.C.

II.

The purposes for which this corporation is organized are as follows:

- a. To carry on and conduct the practice of medicine under the laws of the state of Idaho.
- b. As incident to and in furtherance of the above purpose, to invest the corporation's funds in real estate, mortgages, stocks, bonds and any other type of investment, and to own and lease real and personal property necessary for the rendering of medical services.
- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, of which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

III.

The location and post office address of the principal place of business and the registered office of this corporation 800 Falls Avenue East, Twin Falls, Idaho 83301.

IV.

The aggregate number of shares of this corporation is authorized to issue shall be 5,000, all of which shall be common voting stock.

V.

The corporation is to have perpetual existence.

IDAHO SECRETARY OF STATE  
03/26/2009 05:00  
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ARTICLES OF INCORPORATION

C162512

## VI.

That the name and address of the statutory agent and director of this corporation is as follows:

Gregory M. Wickern, M.D.  
800 Falls Avenue  
Twin Falls, Idaho 83301

## VII.

The corporation shall not issue any stock to any person who is not duly licensed or otherwise legally authorized to perform the practice of medicine in the state of Idaho.

## VIII.

If any officer who is also a stockholder, any stockholder, agent, or employee, as defined in the Professional Service Corporation Act of the state of Idaho, of the corporation shall become legally disqualified from the practice of medicine in the state of Idaho or be elected to a public office, or accept employment that, pursuant to existing law, places restrictions and limitations upon his or her continued practice of medicine, such officer, stockholder, agent or employee shall sever all employment with, and financial interest in, the corporation forthwith.

## IX.

Provided fair disclosure is made to the board of directors, and the same is in compliance with the Professional Service Corporation Act of the state of Idaho (as amended) and in the absence of fraud, no contract or other transaction between this corporation and any other person, firm or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation, or of such person, firm, association or partnership, or is a party to or is pecuniarily or otherwise interested in, such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such corporation or partner in such firm where such dealing, contract or arrangement is made by officers or employees of the corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such contract or transaction be void or voidable, nor shall any such director be liable to account because of such interest, nor need any such interest be disclosed.

Apart from and in addition to the other provisions of this article, no contract or other transaction between the corporation and any other corporation or firm which provides for the

purchase or sale of securities by such other corporation or firm upon terms not less favorable to the corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account in respect thereof.

No contract or other transaction between the corporation and any other corporation, at least a majority of stock of which having voting power is owned or controlled by the corporation, or which owns or controls at least a majority of the stock having voting power of the corporation, shall in any case be void or voidable because of the fact that directors of the corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account because of such interest, nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there in person or represented by proxy) shall be as valid and as binding upon the corporation and upon all its stockholders as though it had been approved or ratified by every stockholder of the corporation.

#### X.

The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the board of directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

#### XI.

Meetings of stockholders may be held outside the state of Idaho, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the state of Idaho at such place or places as may be designated from time to time

by the board of directors or in the bylaws of the corporation. Election of directors need not be by ballot unless the bylaws of the corporation shall so provide.

#### XII.

The corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### XIII.

The board of directors of the corporation and its stockholders are specifically authorized to adopt bylaws restraining the alienation of the corporation's stock and providing for the purchase or redemption by the corporation or its stockholders of the corporation's stock.

#### XIV.

That the name and address of the incorporator and the number of shares of stock subscribed, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gregory M. Wickern, M.D.	800 Falls Avenue Twin Falls, Idaho 83301	1,000

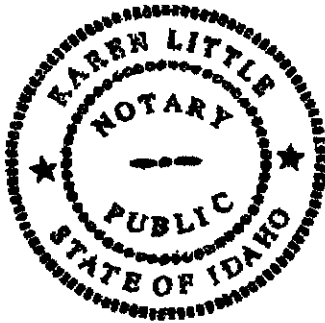
IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 25<sup>th</sup> day of March, 2009.

  
GREGORY M. WICKERN, M.D.

STATE OF IDAHO                    )  
  ) ss.  
County of Twin Falls            )

On this 25<sup>th</sup> day of March, 2009, before me, the undersigned, a Notary Public in and for said State, personally appeared Gregory M. Wickern, 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 as incorporator of Gregory M. Wickern, M.D., P.C.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Karen Little  
Notary Public for Idaho  
Residence: Twin Falls Co  
My Commission Expires: 01/24/2014