

# State of Idaho

## Department of State

CERTIFICATE OF AMENDMENT  
OF

BRUCE W. HAMERL, O.D., P.C.  
File Number C 114881

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 BRUCE W. HAMERL, O.D., P.C. duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 10, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Harold*

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MAY 10 4 30 PM '96

BRUCE W. HAMERL, O.D., P.C. SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 13, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation by amending Article X and restating all other Articles:

## ARTICLE I. NAME

The name of the Corporation is BRUCE W. HAMERL, O.D., P.C.

## ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

## ARTICLE III. PURPOSES

The purposes for which the Corporation is organized is the practice of optometry; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

## ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 25,000 shares of common stock with no par value.

## ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire

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**ARTICLE VI. REDEMPTION**

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

**ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS**

When and as determined by the Board of Directors, the Corporation may, from time to time distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

**ARTICLE VIII. CUMULATIVE VOTING**

A shareholder entitled to vote at each election for directors shall have the power to cumulate votes for the election of directors.

**ARTICLE IX. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 4492 Timridge Way, Boise, Idaho 83705, and the name of its initial registered agent at the office is Bruce W. Hamerl.

**ARTICLE X. BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders and until his successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
Bruce W. Hamerl	4492 South Timridge Way Boise, ID 83705

**ARTICLE XI. INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Bruce W. Hamerl  
4492 South Timridge Way  
Boise, ID 83705

DATED this 9 day of May, 1996.

  
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BRUCE W. HAMERL, Incorporator