

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION

OF

RICKY D. LATHAM, M.D., P.C.

File number C 115385

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: June 14, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alia Sible*

July 1, 1996
ALL
STATE

Articles of Incorporation

of

Ricky D. Latham, M.D., P.C.

The undersigned, being duly licensed and qualified to practice medicine in the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Idaho Professional Service Corporation Act and the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

"Ricky D. Latham, M.D., P.C." shall be the name of the Corporation.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which said Corporation is formed is the practice of medicine, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine.

ARTICLE IV

The capital stock of the Corporation shall be 1000 shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None.

IDAHO SECRETARY OF STATE
DATE 06/14/1996 0900 70605
CR #: 2531 CUST# 68338
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ARTICLE VI

The name and the address of the Corporation's initial registered agent and office, respectively, are

Ricky D. Latham, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is 1 and the name and address of the person serving as a director until the first annual meeting of the shareholders or until a successor is elected and shall qualify are:

Ricky D. Latham, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE VIII

The name and address of the incorporator are:

Ricky D. Latham, M.D.
2001 South Woodruff Avenue, Suite 12A, Idaho Falls, Idaho 83404.

ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation are: None

ARTICLE X

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

ARTICLE XI.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

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



Ricky D. Latham, M.D.
Incorporator

Dated: 10 Jun 96

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