



**CERTIFICATE OF INCORPORATION
OF**

DOUG HANSON, P.A.

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: September 26, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

DOUG HANSON, P.A.

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The undersigned, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is DOUG HANSON, P.A.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the providing of optometric services and the conduct of all transactions pertaining thereto and all other lawful business permitted under the Idaho Professional Service Corporation Act for the practice of optometry, including but not limited to the investing of funds in real estate, mortgages, stocks, bonds, or any other types of investments and owning real or personal property necessary for the rendering of professional services.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which shares are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 24 East Main Street, Rexburg, Idaho, and the name of its initial registered agent at such address is Douglass E. Hanson.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation 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 or until his successors are elected and shall qualify is:

DOUGLASS E. HANSON	24 East Main Street Rexburg, ID 83440
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SEVENTH: The name and address of each incorporator is:

DOUGLASS E. HANSON	24 East Main Street Rexburg, ID 83440
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EIGHTH: All Directors and Shareholders shall be licensed optometrists.

DATED: September 23, 1988


DOUGLASS E. HANSON

STATE OF IDAHO)
 : ss.
County of Jefferson)

I, ROBERT L. CROWLEY, JR., a Notary Public, do hereby certify that on the 23rd day of September, 1988, personally appeared DOUGLASS E. HANSON, who being by me first duly sworn, declared to me that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Rigby, Idaho
My Commission Expires: 4/10/92