



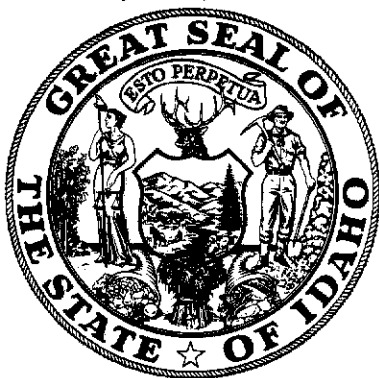
CERTIFICATE OF INCORPORATION
OF

EYE CARE ASSOCIATES, 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: May 27, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Janet H. H. H.*

MAY 27 1 46 PM '87
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
EYE CARE ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of The United States of America, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I

Name

The name of the corporation shall be "Eye Care Associates, P.A."

II

Registered Office

The location and post office address of the registered office of the corporation shall be 218 12th Avenue Road, Nampa, Idaho 83651.

III

Registered Agent

The name of the registered agent of the corporation is Brian J. McGourty.

IV

Duration

The period of existence and duration of the corporation shall be perpetual.

V

Corporate Purposes

A. To render professional optometry services through its authorized officers, employees and agents as licensed under the laws of the State of Idaho and to do and perform all other acts necessary and incidental thereto;

B. To acquire by purchase or lease or otherwise, real property and interests in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation necessary for the rendering of professional services;

C. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without The United States of America, as an investment to the extent permitted by the Professional Service Corporation Act of the State of Idaho.

D. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers, pledges, mortgages and conditional sales contracts and to deal with the same as owner, lender, assignee, factor or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens

or interest in property. The foregoing purposes shall be limited to those instances involving investments and to the extent permitted by the Professional Service Corporation Act of the State of Idaho.

E. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured when necessary for the rendering of professional services or to the extent permitted by the Professional Service Corporation Act of the State of Idaho.

F. To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other right, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects, or any of them,

either as an investment to the extent permitted by the Professional Service Corporation Act of the State of Idaho or in connection with the rendering of professional services.

G. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

H. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to professional corporations by Chapter 13 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

I. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint

agents, subagents and employees, and to enter into all necessary contracts with agents, subagents and employees.

J. All of the foregoing provisions of this Article V are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the professional corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the professional corporation to carry on any business or to exercise any power or to do any act which professional corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

VI

Authorized Capital Stock

The corporation shall have 500,000 shares of common stock with a par value of \$1.00 per share, for a total

capitalization of \$500,000.00. Each share shall have the same rights, privileges and voting power and shall be nonassessable.

VII

Incorporator

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
J. W. Vail	218 12th Avenue Road Nampa, Idaho 83651
B. J. McGourty	218 12th Avenue Road Nampa, Idaho 83651
T. D. Winbigler	218 12th Avenue Road Nampa, Idaho 83651

VIII

Director

There shall be three directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall never exceed the number of licensed optometrists who are stockholders of the corporation, and that in the event the number of licensed optometrists who are stockholders of the corporation increases, the number of

directors shall automatically increase. The names and post office addresses of the initial directors are as follows:

<u>Name</u>	<u>Post Office Address</u>
J. W. Vail	218 12th Avenue Road Nampa, Idaho 83651
B. J. McGourty	218 12th Avenue Road Nampa, Idaho 83651
T. D. Winbigler	218 12th Avenue Road Nampa, Idaho 83651

The initial directors shall serve until the first election of directors.

IX

By-Laws

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

X

Transfer of Stock

The transfer of stock of the corporation shall be restricted and limited as provided by the Professional Service Corporation Act of the State of Idaho, the By-Laws of the corporation, and any other agreement entered into by and between the corporation and its stockholders; provided, further, however, that in no event shall any person be

eligible to own stock in the corporation who is not a licensed optometrist under the laws of the State of Idaho, and any attempted transfer of stock to an ineligible person shall be void.

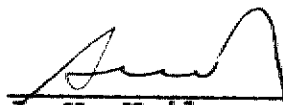
XI

Director Conflicts of Interest

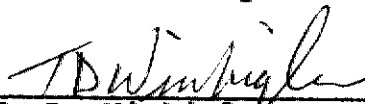
No contract or other transaction between the professional corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the professional corporation, and no act of the professional corporation shall be in any way affected or invalidated by the fact that any of the directors of the professional corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the professional corporation, provided that fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the professional corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a

quorum at any meeting of the Board of Directors of the professional corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said professional corporation have hereunto set their hands and seals this 27th day of May, 1987.


J. W. Vail


B. J. McGourty


T. D. Winbigler

STATE OF IDAHO)
) ss.
County of Canyon)

On this 27th day of May, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared J. W. VAIL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

Wicki D. McGourty
Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires: 7-13-91

(SEAL)

STATE OF IDAHO)
) ss.
County of Canyon)

On this 27th day of May, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared B. J. MCGOURTY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

Licki D. McLouty
Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires: 7-13-91

(SEAL)

STATE OF IDAHO)
County of Canyon)

On this 27th day of May, 1987, before me, the
undersigned, a Notary Public in and for said State,
personally appeared T. D. WINBIGLER, known to me to be the
persons whose names are subscribed to the foregoing
instrument, and acknowledged to me that he executed the same.

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

Licki D. McLouty
Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires: 7-13-91

(SEAL)