



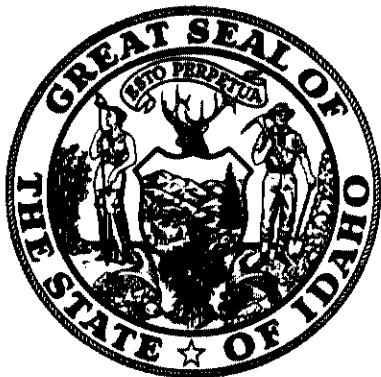
**CERTIFICATE OF INCORPORATION
OF**

INTERNAL MEDICINE CLINIC, 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: July 3, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sheryl Devries*

JUL 3 4 12 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
INTERNAL MEDICINE CLINIC, P.A.

The undersigned incorporator, in order to form a professional service corporation, for the purposes hereinafter stated, under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho, does hereby certify as follows:

Article One

The name of the corporation is Internal Medicine Clinic, P.A.

Article Two

The purposes and objects for which the corporation is formed are as follows:

(a) This corporation is formed and organized for the sole and specific purpose of rendering professional services to the public by persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of medicine. The corporation shall carry on the practice of medicine and shall render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. Such persons shall practice the profession of medicine in accordance with all rules for professional conduct promulgated by the Idaho State Board of Medicine. The professional services rendered by this corporation shall include the practice of medicine and the rendering of all other additional or like services ancillary to, or in connection with, or as normally related to, the practice of medicine by licensed physicians in the State of Idaho.

(b) This corporation may not engage in any business other than the rendering of professional services as herein set forth, including "allied professional services" as defined in I.C. & 30-1303(3), provided, however, that this corporation by and through its officers and directors shall have the power and

authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds, or any other type of investments, and to own real estate and personal property necessary for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations aforementioned, the officers and directors of this corporation shall have powers conferred upon corporations by the provisions of Title 30 of the Idaho Code, as limited by the provisions of Chapter 13 of Title 30 of the Idaho Code, as such provisions exist or as they may from time to time be amended.

Article Three

This corporation is a perpetual entity.

Article Four

The aggregate number of shares which the corporation has the authority to issue is 200,000 shares of common stock, all of one class, at par value of One and No One Hundredths (\$1.00) Dollar each.

(a) The capital stock of the corporation may only be issued to an individual who is a duly licensed physician or otherwise legally authorized in good standing to practice medicine within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution, or by other legal fashion to any person, firm or other individual or organization, who is at the time not a licensed physician or otherwise legally authorized to practice medicine under the laws of the State of Idaho, shall be transferred to this corporation, and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the by-laws of this corporation.

(c) No voting trust, agreement, or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual licensed to practice medicine under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual stockholder, as herein provided, shall become disqualified to render professional services within the State of Idaho, or accepts employment that, pursuant to law, places restrictions or limitations upon such individual's continued rendering of such medical services, then the common

stock of this corporation owned by said individual shall be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the by-laws of this corporation.

(e) A stockholder of any of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a stockholder only after such sale or transfer shall have been approved at a stockholders' meeting, specifically called for that purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the stockholder proposing to sell or transfer such shares in the counting of the votes for any purpose of such meeting, unless all stockholders and all shares of stock vote in favor of a consent that such stock of the transferring stockholder be so voted.

(f) The stockholders shall have the power to include in the by-laws, adopted by a two-thirds majority vote of all stockholders, any additional regulation or restriction governing the sale, transfer, call or other disposition of the corporation's outstanding stock.

Article Five

The location and post office address of the registered office of the corporation is Suite 107, Anderson Plaza, 222 North Second Street, Boise, Idaho, and the name of the registered agent of the corporation who may be found at that address is Charles D. Steuart, M.D.

Article Six

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Charles D. Steuart	Anderson Plaza, Suite 107 222 North Second Street Boise, Idaho 83702

Article Seven

The name and post office address of the initial director of the corporation, appointed by the incorporator to serve until the first election of directors, is as follows:

Name

Address

Charles D. Steuart

Anderson Plaza, Suite 107
222 North Second Street
Boise, Idaho 83702

Article Eight

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever. The stock of the corporation shall be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation to such extent and subject to such limitations as may be approved by the holders of a two-thirds majority of all outstanding shares at a meeting specifically called and noticed for such purpose.

Article Nine

The number of directors of the corporation shall be as specified in the by-laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number one (1). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Each director must be a licensed physician in good standing under the laws of the State of Idaho.

The initial by-laws shall be adopted by the board of directors. The power to alter, amend or repeal the by-laws or to adopt new by-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The Articles of Incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten (10%) percent of all the shares entitled to vote at such meeting.

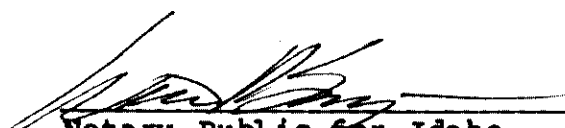
IN WITNESS WHEREOF, I have hereunto set my hand this third day of July, 1991, at Boise, Idaho.


CHARLES D. STEUART

STATE OF IDAHO)
) ss.
County of Ada)

On this third day of July, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES D. STEUART, known to me to be the person whose name is subscribed to the within and 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 first above written.


Notary Public for Idaho
Residing at Boise Idaho
Commission expires 4-15-92