



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CALDWELL INTERNAL MEDICINE PROFESSIONAL ASSOCIATION

was filed in the office of the Secretary of State on the **first** day of **October** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Caldwell, Idaho** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **first** day of **October**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
CALDWELL INTERNAL MEDICINE PROFESSIONAL ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily formed a Professional Service Corporation under the laws of the State of Idaho, for the purpose of rendering medical services and do hereby certify as follows:

I. The name of the corporation is Caldwell Internal Medicine Professional Association.

II. The Corporation's objects and purposes are:

a. Primarily to engage in the specific business of the practice of medicine as a professional association.

b. To engage generally in the business of a professional association as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

c. To engage in such other businesses as may be authorized or permitted by the Idaho Professional Service Corporation Act, Idaho Code 30-1301 et seq., and to engage in any activities and do all things as are incidental to or conducive to the attainment of any of the objects and purposes set forth in this Paragraph II.

d. To invest funds in real estate, mortgages, stocks, bonds or any other type of investment.

e. To construct, erect and operate offices to do business anywhere in the world and to have one or more offices and places of business out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and or convey real and personal property out of the State of Idaho.

f. To promote and organize other corporations, and to the extent and wherever permitted to be an incorporator of other corporations of any type or kind.

g. To have and exercise all rights and power now existing and which may hereafter be granted to a corporation by the laws of the State of Idaho.

h. To make donations for the public welfare or for charitable, scientific, or educational purposes.

The foregoing shall be construed as objects, purposes and powers and the enumeration thereof shall not limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the State of Idaho. The foregoing statement shall be liberally construed in aid of the powers of this corporation, and the objects, powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any terms or provisions of any other clause. The enumeration of specific powers shall not be construed as to limit in any manner the general powers conferred.

III. The Corporation is to have perpetual existence.

IV. The location and Post Office address of the corporation in this state is 222 East Elm, Caldwell, Idaho.

V. The authorized capital of the corporation consists of a single class of stock, the total number of authorized shares is 25,000, with a par value of \$1.00 and a aggregate par value of \$25,000.00.

VI. The names and Post Office address of the incorporators and first directors of the corporation with the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Willis L. Hubler	206 East Linden Caldwell, Idaho	5
Lyman C. Gabrielsen	2016 Idaho Avenue Caldwell, Idaho	5
Charles E. Reed	222 West Logan Caldwell, Idaho	5

VII. The shares of the corporation are not subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation, or for any other purpose.

VIII. The holders of shares of stock in this corporation are not entitled to pre-emptive rights to purchase additional shares of stock.

IX. The Board of Directors shall have the power to repeal and amend the by-laws of the corporation and adopt new by-laws, upon a majority vote of the board of directors. The shareholders; meeting by a vote representing a majority of the voting power of all shareholders or by written consent without a meeting by a majority of the allotted shares.

X. The corporation may amend its Articles of Incorporation in any manner permitted by law upon the majority vote of the voting power of all shareholders, except as otherwise required by law.

XI. A voluntary sale, lease or exchange of all or substantially all of the property and assets of the corporation may be made upon such terms and conditions as it deems expedient.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of September, 1970.

Walter J. Hubler

Lyman C. Strickland

Charles Reed

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 29th day of September, 1970, before me personally appeared the abovesigned persons, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Lloyd Lloyd
Notary Public