

State of Idaho



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

EDWARD B. SHAW, M.D., ORTHOPEDICS PROFESSIONAL ASSOCIATION

was filed in the office of the Secretary of State on the **second** day of **December** A.D., One Thousand Nine Hundred **seventy** and ~~was~~ 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 **Pocatello, Idaho** in the County of **Bannock**

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 **2nd** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

EDWARD B. SHAW, M.D.
ORTHOPEDECS PROFESSIONAL ASSOCIATION

I, the undersigned, being a natural person of full age, a citizen of the United States, and Doctor of Medicine duly licensed to render services as such under the laws of the State of Idaho, and acting as incorporator of a corporation under Idaho's Professional Service Corporation Act do adopt the following Articles of Incorporation.

I.

NAME

The name of this corporation shall be: EDWARD B. SHAW, M.D., ORTHOPEDICS PROFESSIONAL ASSOCIATION.

II.

PURPOSES

This corporation is organized for the sole and specific purpose of rendering medical services to the public; provided, however, that such services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Idaho to practice medicine. Notwithstanding the foregoing, this corporation may invest funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of its professional services.

III.

CAPITAL STOCK

The capitalization of this corporation shall be Twenty-Five Thousand Dollars (\$25,000.00), the total number of authorized shares is Two Thousand Five Hundred (2,500) shares and the par value of

each share is Ten Dollars (\$10.00) and all shares shall be of the same class and value and have the same voting and other rights. All the stock issued shall be fully paid and non-assessable. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Idaho.

IV.

DURATION

The duration of this corporation shall be perpetual.

V.

PRINCIPAL PLACE OF BUSINESS

The location and post office address of the registered office of this corporation shall be 246 North 18th Street, Pocatello, Bannock County, Idaho 83201, said principal place of business being in Bannock County, Idaho.

VI.

INCORPORATOR

The name, post office address and number of shares subscribed to by the incorporator, who is a Doctor of medicine duly licensed under the laws of the State of Idaho to render services as such, is as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
Edward B. Shaw 136 Burley Drive Pocatello, Idaho 83201	100

VII.

VOTING

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

VIII.

SHAREHOLDER QUALIFICATIONS

This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed to practice medicine in the State of Idaho. If any officer, shareholder, agent or employee of this corporation becomes legally disqualified to practice medicine within the State of Idaho, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interest in, this corporation.

IX.

CUMULATIVE VOTING

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

X.

CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually, or jointly, may be a party to, or may be interested in any contract

or transaction of this corporation or in which this corporation is interested; and no contract or transaction of this corporation within any person, firm, or corporation, shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

XI.

LIMITATIONS ON TRANSFER OF SHARES

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of the shareholders. The matter and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written on the certificate evidencing ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved

at a shareholders' meeting especially called for such purpose. If any shareholder becomes legally disqualified as in these Articles provided, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the bylaws adopted by the shareholders.

XII.

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and the purposes and objects above stated, this corporation shall have the following powers:

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned by and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

XIII.

AMENDMENT

These Articles of Incorporation may be amended in any respect permitted under the laws of the State of Idaho by a vote

representing a majority of the outstanding capital stock of the corporation.

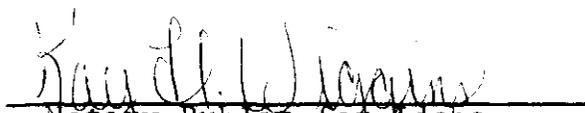
IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 30th day of November, 1970.


EDWARD B. SHAW

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 30th day of November, 1970, before me, a Notary Public in and for said State, personally appeared EDWARD B. SHAW, 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 first above written.


Notary Public for Idaho
Residence: Pocatello, Idaho

(SEAL)