



Department of State.

CERTIFICATE OF INCORPORATION OF

WINFIELD G. JONES, D.M.D., 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: December 1, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: Sally J. Clark

ARTICLES OF INCORPORATION

DEC 1 4 02 PM '71
REGISTRAR OF STATE

OF

WINFIELD G. JONES, D.M.D., P.A.

The undersigned individual, duly licensed to practice medicine in the State of Idaho, and acting as incorporator under the Professional Service Corporation Act of the State of Idaho, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is WINFIELD G. JONES, D.M.D., P.A. ("Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized for the following purposes:

- A. To engage in the practice of dentistry and to render allied professional services;
- B. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments or to own real or personal property necessary for the rendering of the professional services specified in Article III, Section A; and

C. To do such acts and to perform such business as may be permitted by the Professional Service Corporation Act of the State of Idaho.

ARTICLE IV

The class and aggregate number and par value per share of the shares which the Corporation is authorized to issue is as follows:

| <u>Class</u> | <u>Number</u> | <u>Par Value Per Share</u> |
|--------------|---------------|----------------------------|
| Common | 1,000 | \$1.00 |

ARTICLE V

All preemptive rights of the shareholders of the Corporation are denied.

ARTICLE VI

The limitations on the transfer of shares of the Corporation are as follows:

No shareholder of the Corporation may sell or transfer such shareholder's shares in the Corporation, except to another individual who is eligible to be a shareholder of the Corporation by reason of being licensed to practice medicine or render allied professional services in Idaho; provided, however, that such sale or transfer may be made only after the sale is approved, at a shareholders' meeting specially called for such purpose, by a majority of the outstanding shares of the Corporation. At such shareholders' meeting, the shares held by the shareholder

proposing to sell or transfer shares shall not be voted or counted for any purpose, unless all shareholders consent that such shares may be voted.

The board of directors of the Corporation are authorized to adopt, in its discretion, bylaws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of the Corporation's shares.

ARTICLE VII

The address of the initial registered office of the Corporation is 325 West Idaho Street, Boise, Idaho 83702, and the name of the initial registered agent at such address is Allan R. Bosch.

ARTICLE VIII

The number of directors constituting the initial board of directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders is:

Name:

Address:

Winfield G. Jones, D.M.D.

508 North Latah
Boise, Idaho 83706

ARTICLE IX

The name and address of the incorporator is:

Name:

Winfield G. Jones, D.M.D.

Address:

508 North Latah
Boise, Idaho 83706

Dated: December 1, 1987


Winfield G. Jones
Winfield G. Jones, D.M.D., P.A.