

# State of Idaho

## Department of State

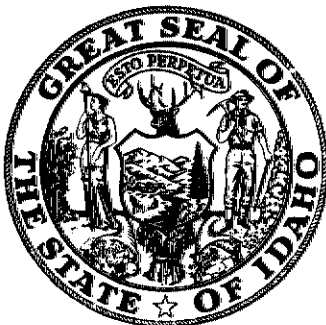
### CERTIFICATE OF INCORPORATION OF

INTERMOUNTAIN HAND CLINIC, P.A.  
File number C 108798

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 30, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herald*

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERMOUNTAIN HAND CLINIC, P.A.**

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SECRETARY OF STATE

The undersigned, acting as an incorporator of a corporation under the Idaho Professional Service Corporation Act, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I.**  
**NAME OF THE CORPORATION**

The name of the corporation is INTERMOUNTAIN HAND CLINIC, P.A.  
("Corporation").

**ARTICLE II.**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.**  
**PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To engage in the practice of medicine and allied professional services.
2. To do any acts and perform any business permitted by the Idaho Professional Service Corporation Act.

**ARTICLE IV.**  
**SHARES**

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

<u>Class</u>	<u>Number</u>	<u>Par Value</u> <u>Per Share</u>
Voting Common	10,000	
Nonvoting Common	10,000	

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The shares of voting common stock and nonvoting common stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of voting common stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of nonvoting common stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

**ARTICLE V.  
OWNERSHIP AND TRANSFER RESTRICTIONS**

Shareholders must be natural persons who are duly licensed or otherwise legally authorized within the state of Idaho to render medical or allied professional services. Shareholders may transfer their shares only in compliance with the restrictions of the Idaho Professional Service Corporation Act.

**ARTICLE VI.  
NO PREEMPTIVE RIGHTS**

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

**ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Stoel Rives Boley Jones & Grey, Suite 1015, One Capital Center, 999 Main Street, Boise, Idaho 83702-9011, and the name of its initial registered agent at such address is Dale G. Higer.

**ARTICLE VIII.  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial Director is:

<u>Name</u>	<u>Address</u>
William D. Lenzi	914 North Curtis Road Boise, Idaho 83706

**ARTICLE IX.  
QUALIFICATIONS OF DIRECTORS**

Directors must be natural persons who are duly licensed or otherwise legally authorized within the state of Idaho to render medical or allied professional services, and must be shareholders of the Corporation.

**ARTICLE X.  
LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE XI.  
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE XII.  
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dale G. Higer	Suite 1015 One Capital Center 999 Main Street Boise, Idaho 83702-9011

**SIGNATURE OF INCORPORATOR**

DATED: December 29, 1994

  
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DALE G. HIGER