

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF

LANCE HENDERSON, P.C.

2007 MAY 23 AM 8:25

SECRETARY OF STATE

The undersigned natural person of the age of twenty-one years or more acting as an incorporator, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, hereby adopts and submits the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation is LANCE HENDERSON, P.C.

ARTICLE TWO

Purpose of the Corporation

The corporation is organized solely for the purpose of conducting the practice of optometry only through persons qualified and licensed as doctors of optometry in the State of Idaho.

This corporation shall not engage in any business other than that of rendering professional services as a doctor of optometry to the public, however, that this corporation may own real and personal property necessary or appropriate for rendering the type of professional service for which it was organized, and it may invest its funds in real estate, mortgages, leases, stocks, bonds and any other type of investment whatsoever.

ARTICLE THREE

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000), shares. All such shares shall be of the same class, shall have the same rights and preferences and shall have no par value.

ARTICLE FOUR

Registered Office

The address of the initial registered office of the corporation shall be 749 North 4900 West, Dayton, Idaho 83232, and the name of its initial registered agent at such address is LANCE HENDERSON.

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ARTICLE FIVE

Name and Address of Incorporator

The name and residential address of the incorporator is as follows:

Name

Address

LANCE HENDERSON

749 North 4900 West
Dayton, Idaho 83232.

ARTICLE SIX

Mailing Address of the Corporation

The mailing address of the corporation shall be P. O. Box 143, Dayton, Idaho 83232.

ARTICLE SEVEN

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE EIGHT

Internal Affairs

Provisions for the regulation of the internal affairs of the corporation are:

(a) That the regulation of the internal affairs of the corporation shall be set forth in the Bylaws of the corporation.

(b) That the said Bylaws may be adopted, altered or amended only by the unanimous approval of the Board of Directors.

(c) That these Articles may be amended only with the unanimous approval of the Board of Directors and the unanimous approval of the Shareholders.

ARTICLE NINE

Qualifications of Officers, Directors and Shareholders

No person may be an officer, director or shareholder of this corporation who is not duly licensed to render professional services as an optometrist within the State of Idaho; provided, however, a non-licensed person may serve as a secretary or treasurer of the Corporation.

In addition, all shareholders of the Corporation shall be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of optometry as an employee of the corporation. In the event a shareholder fails to satisfy the provisions of this Article or dies, the stock of said shareholder shall be redeemed as provided by a written agreement between said shareholder and the corporation, if any, or as provided by the laws of the State of Idaho.

ARTICLE TEN
Initial Shareholder

The name and residential address of the initial shareholder of the corporation is as follows:

<u>Name</u>	<u>Address</u>
LANCE HENDERSON	749 North 4900 West Dayton, Idaho 83232.

ARTICLE ELEVEN
Initial Director

The number of directors constituting the Board of Directors of the corporation shall be not less than one (1), but, otherwise, as from time to time provided in the Bylaws. Unless otherwise provided in the Bylaws, the Board shall consist of one director. The name and residential address of the initial member of the Board of Director is as follows:

<u>Name</u>	<u>Address</u>
LANCE HENDERSON	749 North 4900 West Dayton, Idaho 83232.

ARTICLE TWELVE
Initial Officers

The names, residential addresses, and position of the initial officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
<u>President</u> LANCE HENDERSON	749 North 4900 West Dayton, Idaho 83232.

Secretary-Treasurer
LANCE HENDERSON

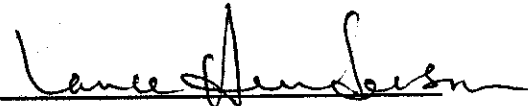
749 North 4900 West
Dayton, Idaho 83232.

ARTICLE THIRTEEN
Director or Officer Interests

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a director or officer of this corporation is interested in or is a director or officer of such other corporation. Any director or officer, individually or jointly, may be a party to or may be interested in any corporation or transaction of this corporation or in which this corporation is interested. No contract or other transaction of this corporation with any person, firm, or other entity shall be affected by the fact that any director or officer of this corporation is a party to or is interested in such contract, act or transaction or in any way connected with such person, firm, or entity. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself of any corporation, partnership or other entity in which he may be in any way interested, provided said director acts in good faith.

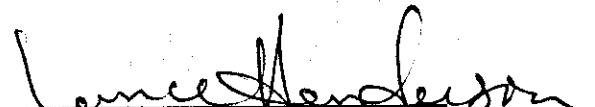
Any director of this corporation who is also a director or officer of such other corporation or member of such firm or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such partnership or other entity, or not so interested.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 20th day of May, 2007.


LANCE HENDERSON
Incorporator

Accepting appointment as registered agent for:

LANCE HENDERSON, P.C.


LANCE HENDERSON