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# **ARTICLES OF INCORPORATION**

OF

2015 APR 14 PM 2: 11

BOISE RIVER PHYSICAL THERAPY, P.C. SECRETARY OF STATES OF THE UNITED STATES OF THE UNITED STATES OF America, acting as incorporator of a professional services corporation under the Idaho Business Corporation Act (hereafter referred to as the 'Act') and, in particular, Title 30, Chapter 13, Idaho Code, has adopted the following Articles of Incorporation for such Corporation:

## **ARTICLE I**

The name of the Corporation is:

## **BOISE RIVER PHYSICAL THERAPY, P.C.**

## ARTICLE II

#### **Purposes and Powers**

Section 1. Purpose. The purpose of the corporation is to engage in the profession of physical therapy.

Section 2. Powers. The Corporation shall have and exercise the statutory powers provided for business corporations in the State of Idaho, as specified in Title 30, Chapter 1, Idaho Code, as the same now exists or may hereafter be amended and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law or by these Articles of Incorporation.

Section 3. Exercise of Powers Through Board of Directors. The Corporation shall conduct and manage its property, business and affairs by and through a Board of Directors elected at the annual meetings of the shareholders, and by the Initial Board of Directors appointed herein until the first election of Directors is held. At the first annual meeting, the shareholders shall elect three (3) Directors, as set out in the Bylaws, unless all of the stock of the corporation is owned by fewer than three (3) persons, in which event, all of the shareholders shall be elected to the board of Directors. The Board of Directors shall have all the lawful powers necessary or convenient to carry out the duties set out above unless prohibited by law, the Articles of Incorporation and/or the Bylaws.

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Articles of Incorporation of Boise River Physical therapy, P.C.

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## **ARTICLE III**

### Period of Duration

The period of duration of the corporation is perpetual.

# ARTICLE IV

#### Capital Stock

The Corporation is authorized to issue 200 shares of capital stock. All of the capital stock shall be of one class and have no par value.

## ARTICLE V

## **Registered Office and Registered Agent**

The location of the Corporation's initial Registered Office in this State is 64 S. Star Road., Suite 2, Star, Idaho 83669. The Registered Office of the Corporation may be relocated to such other place as may be determined by the Board of Directors. The name of the initial Registered Agent of the Association at such address is Jonathan S. Link.

## **ARTICLE VI**

#### **Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as a Director until the first annual meeting of shareholders or until the election and qualification of a successor(s) is as follows:

#### <u>Name</u>

#### Address

Jonathan S. Link

64 S. Star Road, Suite 2 Star, Idaho 83669

## ARTICLE VII

#### **Incorporator**

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

#### <u>Name</u>

Address

Christ T. Troupis Attorney at Law 1299 E. Iron Eagle, Ste 130 P.O. Box 2408 Eagle, Idaho 83616

# ARTICLE VIII

# <u>Bylaws</u>

The Board of Directors shall have the right to make and amend Bylaws for the Corporation, in accordance with the provisions of Title 30, Chapter 1, Idaho Code, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation or the Declaration, for the government of the affairs of the Association and the management of its properties.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation on this 14<sup>th</sup> day of April, 2015.

Christ T. Troupis, Incorporator