

State of Idaho

Department of State

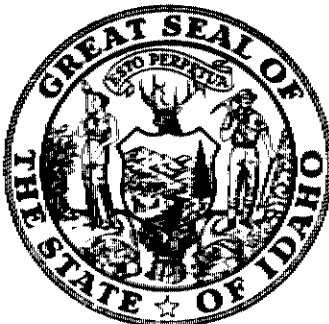
CERTIFICATE OF INCORPORATION OF

**JANINE C. NEIWIRTH, R.D., P.A.
File number C 114916**

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: May 10, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seiko*

**ARTICLES OF INCORPORATION
OF**

JANINE C. NEIWIRTH, R.D., P.A.

(A Professional Corporation)

May 10 3 01 PM '96
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, a natural person over the age of eighteen years, form a professional corporation under the laws of the State of Idaho, as contained in Chapter 13 of Title 30, Idaho Code, entitled "Professional Service Corporation Act," and to that end do certify:

**ARTICLE 1
NAME**

The name of the corporation shall be Janine C. Neiwirth, R.D., P.A.

**ARTICLE 2
PURPOSES AND POWERS**

The purposes for which this corporation is formed are:

- 2.1 To engage in the professional practice of dietary consultation as a professional corporation as the same is now or hereafter defined by statute, rule and regulation;
- 2.2 To invest funds in real property, personal property, mortgages, stocks, bonds or any other types of investments and to own or lease real or personal property necessary for the rendering of such professional services; and
- 2.3 To engage in such other businesses or professions as may be authorized or permitted by the Professional Service Corporation Act (Chapter 13 of Title 30 of the Idaho Code) and to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30 of the Idaho Code).

**ARTICLE 3
DURATION**

The period of duration of the corporation shall be perpetual.

IDAHO SECRETARY OF STATE
DATE 05/10/1996 0900 61400

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EX #: 7706 CUST# 16065

CORP

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**ARTICLE 4
REGISTERED OFFICE**

The registered office of the corporation in the State of Idaho shall be located at 324 Fillmore Street, Twin Falls, Idaho. The mailing address of the registered office of the corporation in the State of Idaho, County of Twin Falls, shall be 324 Fillmore, Twin Falls, Idaho. Janine C. Neiworth shall be the registered agent at the address set forth above.

**ARTICLE 5
CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 100, all of which shall have no par value.

**ARTICLE 6
INCORPORATOR**

The name and address of the incorporator are:

Janine C. Neiworth
324 Fillmore Street
Twin Falls, Idaho 83301

**ARTICLE 7
MANAGEMENT**

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

There shall be one director on the initial board, and she shall be Janine C. Neiworth, who shall serve as a director until her successor is elected and qualified.

**ARTICLE 8
BY-LAWS**

The power to adopt, repeal and amend the by-laws of the corporation shall be in the stockholder, and the by-laws may be amended, adopted or repealed by the stockholder.

**ARTICLE 9
TAXATION CONSIDERATIONS**

The corporation shall be organized as a "Subchapter S" corporation for federal and state income taxation purposes, and shall continue to possess such status unless and until a majority of the shareholders shall determine that the best interests of the corporation or the shareholders would

be served by altering such status. The corporation shall be organized and capitalized in conformity with Section 351 of the Internal Revenue Code. The corporation shall be organized and managed as a "Small Business Corporation" as defined in Internal Revenue Code Section 1244, as amended, and all shares of stock issued by the corporation shall be "Section 1244 Stock" as defined hereby.

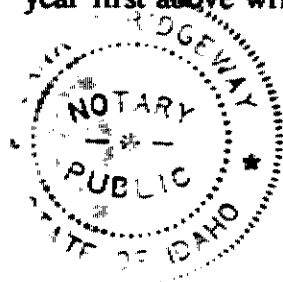
IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of April, 1996.



Janine C. Neiworth

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 7th day of ^{May} April, 1996, before me, a notary public for Idaho, personally appeared Janine C. Neiworth, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she 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
Residing at: Twin Falls ID
Commission expires: 10-21-2000