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97 DEC 18 AM 8:44
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

RURAL PRIMARY CARE & RESEARCH, P.A.

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Professional Service Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is RURAL PRIMARY CARE & RESEARCH, P.A.

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

The purposes and the powers for which this corporation is organized is to provide and enhance health care and related services to rural communities as provided by the laws of the State of Idaho.

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock, all of one class without par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 551 Highland Drive, Arco, Idaho, 83213; The name of the initial registered agent at that office is Douglas D. Barlow, F.N.P.

ARTICLE VI

DISTRIBUTIONS

The shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions;

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares;

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the stockholder receiving the same concurrently with the distribution thereof.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is (3), and the name and address of the person who is to serve as Director until the first annual meeting of Stockholders or until his successor is elected and qualified is:

Douglas D. Barlow, F.N.P., 551 Highland Drive, Arco, Idaho, 83213.

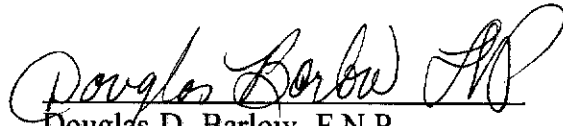
ARTICLE VII

INCORPORATORS

The name and address of the incorporator of the corporation is:

Douglas D. Barlow, F.N.P., Rt. 1, Box 396, Arco, Idaho, 83213.

IN WITNESS WHEREOF, the undersigned being the sole incorporator of this professional corporation, executes these Articles of Incorporation in triplicate and certifies to the truth of the facts therein stated this 12 day of December, 1997.



Douglas D. Barlow, F.N.P.

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 12 day of December, 1997, before me, the undersigned Notary Public for the State of Idaho, personally appeared Douglas D. Barlow, F.N.P., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)


Notary Public for State of Idaho
Residing at: IDAHO FALLS
My Commission Expires: 10/3/03