

FILED

ARTICLES OF INCORPORATION  
OF  
MILLER THERAPY ASSOCIATES, P.A.

00 JAN 12 AM 10:04  
SECRETARY OF STATE  
STATE OF IDAHO

\* \* \* \* \*

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "**Miller Therapy Associates, P.A.**"

ARTICLE II

The Corporation is a professional association as defined by the Laws of the State of Idaho and its purposes are to provide therapy services. It is also authorized to provide other services that are permitted under the statutes of this State.

ARTICLE III

The Corporation is to have perpetual existence.

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ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 638 Monroe Street, Twin Falls, Idaho. That Heather L. Miller shall be the registered

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be the registered agent, whose address is 638 Monroe Street, Twin Falls, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 5,000 shares. Said shares shall be common voting shares having no par value.

ARTICLE VI

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Heather L. Miller	638 Monroe Street, Twin Falls, ID 83301
Justin A. Sell	638 Monroe Street, Twin Falls, ID 83301

ARTICLE VII

The Board of Directors shall consist of two (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or

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until their successors shall be elected and qualified are as follows:

Heather L. Miller  
638 Monroe Street  
Twin Falls, Idaho 83301

Justin A. Sell  
638 Monroe Street  
Twin Falls, Idaho 83301

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation in any way be

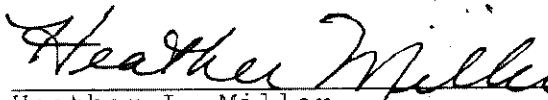
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affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

**IN WITNESS WHEREOF,** We have hereunto set our hands and seals this 8th day of January, 2000.

  
Heather L. Miller

  
Justin A. Sell