

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SOUTHEASTERN IDAHO DENTISTS ORGANIZATION, INC.
File number C 112742

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 SOUTHEASTERN IDAHO DENTISTS ORGANIZATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: November 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

**ARTICLES OF INCORPORATION OF
SOUTHEASTERN IDAHO DENTISTS ORGANIZATION, INC.**

Nov 21 2 26 PM '95

SECRETARY OF STATE
STATE OF IDAHO

The following shall constitute the Articles of Incorporation of Southeastern Idaho Dentists Organization, Inc., (the "Corporation"), pursuant to the provisions of the Idaho Non-profit Corporation Act, (I.C. sec. 30-3-1 et. seq.) as amended from time to time, (the "Act").

Nov 21 11 55 AM '95
SECRETARY OF STATE
STATE OF IDAHO

I.

The name of this Corporation is **Southeastern Idaho Dentists Organization, Inc.**

II.

The period of duration for this Corporation shall be perpetual unless dissolved in accordance with the Act.

III.

The Corporation shall be organized as a non-profit, cooperative corporation, as defined in and pursuant to the requirements of the Act, for the following purposes:

- (a) To assist its member dentists and dental specialists improve the quality and efficiency of the dental care they provide patients;
- (b) To provide educational opportunities for member dentists on dentistry related matters;
- (c) To evaluate dental insurance plans and other third party payor arrangements available in the market place and, if deemed appropriate by members pursuant to the requirements of the bylaws, negotiate fee agreements with dental consumers, insurance companies and employers;
- (d) To educate dental consumers regarding the most effective methods of paying for dental services; and
- (e) To carry on any and all business and activities permitted to corporations organized under the Act, as amended from time to time, wherever the same may lawfully be done.

IDAHO SECRETARY OF STATE

11/21/95 9:00:00 AM

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CORPORATION NON PROFIT

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ARTICLES OF INCORPORATION OF
SOUTHEASTERN IDAHO DENTIST ORGANIZATION, INC.

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IV.

The number of directors constituting the initial board of directors shall be five, and the names and addresses of the persons who are to serve as directors until the first annual member meeting or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
(1) Dr. Mark McAlister	250 S. Skyline Dr. #4 Idaho Falls, ID 83402
(2) Dr. Doug Barnard	333 S. Woodruff Ave. Idaho Falls, ID 83401
(3) Dr. Kim Smith	1246 Yellowstone Ave., Suite B-3 Pocatello, ID 83201
(4) Dr. Brent Johnson	1606 E. Center Pocatello, ID 83201
(5) Dr. Steve Larsen	1088 N. Skyline Dr. Idaho Falls, ID 83402

V.

The name of the registered agent for the Corporation is Dr. Hollen J. Hiller and the address of the registered office is 260 South Woodruff Ave., Suite 312, Idaho Falls, ID, 83401.

VI.

The Corporation shall have members.

VII.

The names and addresses of each of the Corporation's incorporators are as follows:

(1) Dr. Mark McAlister Chairman	250 S. Skyline Dr. #4 Idaho Falls, ID 83402
(2) Dr. Doug Barnard Secretary of Treasury	333 S. Woodruff Ave. Idaho Falls, ID 83401

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|-----|-------------------|---|
| (3) | Dr. Kim Smith | 1246 Yellowstone Ave., Suite B-3
Pocatello, ID 83201 |
| (4) | Dr. Brent Johnson | 1606 E. Center
Pocatello, ID 83201 |
| (5) | Dr. Steve Larsen | 1088 N. Skyline Dr.
Idaho Falls, ID 83402 |

VIII.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, donate all the assets of the Corporation to the Upper Snake River Dental Society. Notwithstanding the foregoing, all distributions upon dissolution shall be in accordance with the Act (I.C. 30-3-109).

IX.

The following shall apply to the regulation of the internal affairs of the Corporation:

- (1) The Corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the bylaws of the Corporation.
- (2) Special meetings of the members may be held at any time and place within or without the State of Idaho, upon the call of the President or the board of directors, or upon the written application of members representing at least sixty (60%) of the members then in good standing.
- (3) Except for the initial directors listed in Article IV. above and as may be elected or appointed pursuant to the bylaws of the Corporation, the directors of the corporation shall be divided into three (3) classes as nearly equal in number as possible; the term of office of the first class shall expire at the first annual meeting of members after their election, that of the second class shall expire at the second annual meeting after their election, and that of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting.

No classification of directors shall be effective prior to the first annual meeting of members.

- (4) The officers of the Corporation shall be elected by the board of directors, as provided in the bylaws of the Corporation.

In Witness Whereof these Articles of Incorporation are executed by the incorporators on the dates recited below:

Date 11-15-95 By Mark K McAlister
Dr. Mark McAlister

Date 11-13-95 By Doug Barnard
Dr. Doug Barnard

Date 11/14/95 By Kim Smith
Dr. Kim Smith

Date 11/14/95 By Brent Johnson
Dr. Brent Johnson

Date 11-13-95 By Steve Larsen
Dr. Steve Larsen