

FILED

ARTICLES OF INCORPORATION

DEC 23 3 11 PM '97

OF

SECRETARY OF STATE
STATE OF IDAHO

WAYNE R. MARPE D.D.S., P.A

1. Name. The name of the corporation is WAYNE R. MARPE D.D.S., P.A.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 20,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 333 Avenue C, Kuna, Idaho 83634 and its registered agent at that address is Wayne R. Marpe.
4. Incorporator. The name of the incorporator is Wayne R. Marpe and the incorporator's address is 333 Avenue C, Kuna, Idaho 83634.
5. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in any shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is Wayne R. Marpe, 333 Avenue C, Kuna, Idaho 83634.
6. Corporate purpose. The purpose for which this corporation is organized is the practice of dentistry in the State of Idaho, and the transaction of any and all lawful business for which corporations may be incorporated under the Professional Service Corporations Act.
7. Preemptive rights. The corporation elects to have preemptive rights.
8. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, and the Professional Service Corporations Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act and the Professional Service Corporation Act permitted the corporation to provide prior to such amendment).
9. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for:
a) The amount of a financial benefit received by a director to which he is not entitled;

IDAHO SECRETARY OF STATE

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- b) An intentional infliction of harm on the corporation or its shareholders;
- c) A violation of Section 30-1-833, Idaho Code; or
- d) An intentional violation of criminal law.

10. Delayed effective date. These Articles of Incorporation shall become effective as of 12:01 a.m. on January 1, 1998, or as of the date and time that the Certificate of Incorporation is issued by the State of Idaho incorporating this corporation, whichever is later.

In witness whereof, I have subscribed these Articles of Incorporation this 19 day of December, 1997.


Wayne R. Marpe, Incorporator