

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MORRISON PROFESSIONAL ASSOCIATION

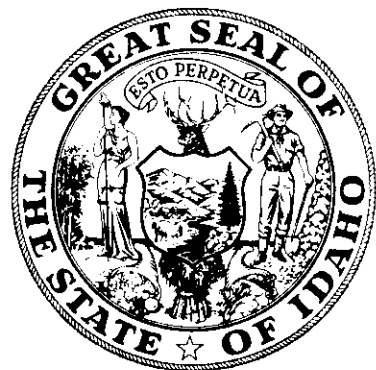
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MORRISON PROFESSIONAL ASSOCIATION

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: *December 31, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF THE
MORRISON PROFESSIONAL ASSOCIATION

RECEIVED
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SECRET

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, the subscriber to these Articles of Incorporation, a natural person competent to contract, and an oral and maxillofacial surgeon duly licensed to render services as such under the laws of the State of Idaho, have this day voluntarily associated myself for the purpose of forming a corporation under the Professional Service Corporation Act and other laws of the State of Idaho.

I.

That the name of this Corporation shall be the Morrison Professional Association.

II.

That the initial post office address of the principal office of the Corporation in the State of Idaho is hereby designated as the Emerald Professional Park, 6180 Emerald Street, City of Boise, County of Ada, State of Idaho and the registered agent of the corporation shall be Bruce Morrison, D.D.S. at such address.

III.

That the general nature of the business to be transacted by the Corporation is:

A. To render oral and maxillofacial surgical services; to engage in the practice of oral and maxillofacial surgery; to engage in the business of dentistry and the specialty of oral and maxillofacial surgery, and to perform and engage in any other service ancillary to the business so defined.

B. To engage in every phase and aspect of the business of rendering the same professional services to the public

that an oral and maxillofacial surgeon, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice oral and maxillofacial surgery therein.

C. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

D. To purchase, receive, or otherwise acquire, own, hold, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

E. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred to, and all laws amendatory thereof and supplemental thereto, and by the provisions of Idaho Code Chapter 13, commencing at Section 30-1301 of Idaho, known as the "Professional Service Corporation Act", it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this Corporation.

IV.

The business of the Corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of one

(1) member; and subject to such minimum may be increased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

V.

The initial Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>	<u>Professional License Number</u>
Bruce Morrison	1000 El Pelar Drive Boise, Idaho 83702	D-1736

VI.

That the term of the existence of this Corporation shall be perpetual.

VII.

The maximum number of shares of stock which the Corporation shall have authority to issue at any one time shall be five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share for a total capitalization of Five Thousand Dollars (\$5,000.00). None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice oral and maxillofacial surgery in the State of Idaho. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

VIII.

The name and address of the person signing these Articles of Incorporation as the subscriber and incorporator is an oral and maxillofacial surgeon duly licensed under the laws of the State of Idaho to render services as such. The number of shares of stock

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Bruce Morrison, D.D.S.	1000 El Pelar Drive Boise, Idaho 83702	One

IX.

No Stockholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

X.

At all elections of directors of the Corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XI.

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

XII.

Any director of the Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a director.

XIII.

The Stockholders of the Corporation shall have the power to include in the By-Laws or a Buy and Sell or Redemption Agreement adopted by a two-thirds majority of the Stockholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a Stockholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholders' meeting specially called for such purpose. If any Stockholder becomes legally disqualified to practice oral or maxillofacial surgery in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Buy and Sell Agreement, Redemption Agreement and By-Laws adopted by the Stockholders.

XIV.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. To deny to the holders of the common stock of the Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of the Corporation, and no Stockholder shall have any pre-emptive right to subscribe to any such stock.

C. At its option, ~~to~~ purchase ~~and~~ acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

D. At its option, to purchase and acquire the stock owned and held by any Stockholder who dies, in accordance with the Buy and Sell Agreement, Redemption Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

E. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

XV.

The private property of the Stockholders of the Corporation shall not be subject to any payment of corporated debts to any extent whatever.

