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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PATHOLOGISTS' REGIONAL LABORATORY, P.A.**

Amended and Restated Articles of Incorporation of Pathologists' Regional Laboratory, P.A., an Idaho professional service corporation (the "Corporation") are hereby adopted and executed by said Corporation and submitted for filing pursuant to the provisions of the Idaho Business Corporation Act, Section 03-1-1007, as follows:

**ARTICLE I.  
NAME**

The name of this Corporation shall be "Pathologists' Regional Laboratory, P.A."

**ARTICLE II.  
SHARES**

The aggregate number of shares which this Corporation shall have authority to issue is ten thousand (10,000) shares of common stock with no par value.

**ARTICLE III.  
PROFESSIONAL SERVICE**

This Corporation shall render medical services through its duly licensed or otherwise legally authorized employees and agents in accordance with the Idaho Professional Service Corporation Act and shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Professional Service Corporations Act, as amended.

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No shareholders may sell or transfer his/her shares in the Professional Service Corporation except in accordance with Idaho Code § 30-1310 or any successor statute. In addition, the Shareholders may enter into agreements which require additional restraints on the transfer of shares.

Nothing contained in this Article III shall be deemed to authorize or permit this Corporation to carry on any business, exercise any power, or do any acts which a corporation formed under the Idaho Professional Service Corporations Act may not at any time lawfully carry on or do.

#### **ARTICLE IV.** **REGISTERED AGENT**

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

<u>Registered Agent</u>	<u>Registered Office Address</u>
Theodore O. Creason	1219 Idaho Street Lewiston, ID 83501

#### **ARTICLE V.** **PREEMPTIVE RIGHTS**

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

#### **ARTICLE VI.** **CUMULATIVE VOTING**

Shareholders of this Corporation shall not have cumulative voting rights.

## **ARTICLE VII. DIRECTORS**

A director of the Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating Idaho Code § 30-1-833, or (c) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Professional Service Corporations Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Professional Service Corporations Act, as so amended. Any repeal or modification of the foregoing paragraph by the Shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE VIII. INDEMNIFICATION**

The Corporation has the power to indemnify and to purchase and maintain insurance for, its directors, officers, trustees, employees and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees).

arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 8<sup>th</sup> day of July, 2009.

PATHOLOGISTS' REGIONAL  
LABORATORY, P.A.

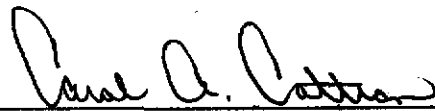
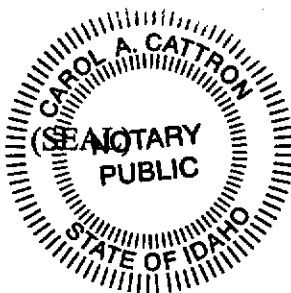


Morgan S. Wilson, M.D., President

STATE OF IDAHO                    )  
  : ss.  
County of Nez Perce            )

On this 8<sup>th</sup> day of July, 2009, before me, the undersigned, a notary public in and for said state, personally appeared Morgan S. Wilson, M.D., known or identified 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.



Notary Public in and for said State,  
residing at or employed in Lewiston.  
My Commission Expires: 10-17-13