

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

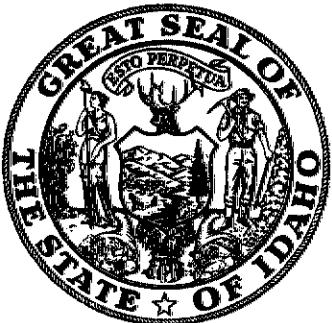
WEST VALLEY EMERGENCY PHYSICIANS, P.A.

File number C 107340

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 the above named corporation, 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: August 15, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *Alma Sikel*

1 ROBERT L. ALDRIDGE, CHARTERED

2 Attorney at Law

3 1209 North Eighth Street

4 Boise, Idaho 83702-4297

5 Telephone: (208) 336-9880

6 Attorney for Corporation

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7 Articles of Incorporation  
8 Of  
9 WEST VALLEY EMERGENCY PHYSICIANS, P.A.

10 KNOW ALL MEN BY THESE PRESENTS, that we, Diane T. Bearss, John P. Mullins, and  
11 Raymond C. St.John, being of legal age and a citizen of the United States, for the purpose of  
12 forming a body corporate in accordance with the provisions of the Idaho Business  
13 Corporation Act, §§30-1-1, et seq., of the Revised Statutes of the State of Idaho, as  
14 amended, do hereby make, execute, and acknowledge these Articles of Incorporation, in  
15 writing as follows:

16 Article 1- Name and Business Location: The corporate name of this association shall be  
17 *West Valley Emergency Physicians, P.A.*, and the initial business location of the corporation  
18 shall be Canyon County, Idaho.

19 Article 2- Purposes: The purposes of this Corporation are:

20 (1) The Corporation may perform any acts and provide any services for any lawful purpose,  
21 including all purposes described in Idaho Code, §§30-1-1 et seq., and especially in §30-1-4,  
22 and any amendments or additions thereto, but not limited thereto. The corporation's primary  
23 purpose shall be provision of emergency medical services.

24 (2) The Corporation may buy, lease, or otherwise acquire, rights, and interests of every  
25 character and description, in or to or relating to any mineral or volatile substances, and lands  
26 containing or believed to contain any such substances, and any leases, grants, and contracts  
27 relating thereto.

28 (3) The Corporation may purchase or otherwise acquire, in any status, real property, within  
29 or without the State of Idaho.

30 (4) The Corporation may manufacture, purchase, receive, or otherwise acquire, in any  
31 status, and may invest, deal and trade in and with, goods, wares, merchandise and personal  
32 property of any and every class and description, within or without the State of Idaho.

33 (5) The Corporation may purchase or otherwise acquire, in any status, shares of capital  
34 stock or other similar items and as owner thereof may possess and exercise all the rights,  
35 powers, and privileges of ownership, including the right to execute consents and vote

1 thereon, and may do any and all acts and things necessary or advisable for the preservation,  
2 protection, improvement and enhancement in value thereof.

3 (6) The Corporation may acquire the assets, good will, rights, property, and debts and liabilities  
4 of any person or entity; the Corporation may pay for the same in cash, the stock of the  
5 Corporation, bonds, or otherwise. The Corporation may conduct in any lawful manner the  
6 whole or any part of any business so acquired and may exercise all the powers necessary or  
7 convenient in and about the conduct and management of such business.

8 (7) The Corporation may enter into contracts of every kind for any lawful purpose, with any  
9 person or entity, including the government of the United States of America, or with any foreign  
10 government, or with state, territory, province, municipality, or other political subdivision, or  
11 with any governmental agency.

12 (8) The Corporation may borrow money in any manner and in any form, and make agreements  
13 evidencing such debt, including documents for security, and including security in the stock of  
14 the Corporation.

15 (9) The Corporation may purchase and transfer its own stock, subject to the conditions imposed  
16 by law.

17 (10) The Corporation may acquire in any manner and in any status patents, trade-marks,  
18 copyrights, inventions and any similar items.

19 (11) The Corporation may, subject to the applicable laws in effect, loan funds, with or without  
20 security.

21 (12) The Corporation may have more than one office and may operate outside or inside the  
22 State of Idaho, without restriction, subject to qualification requirements in other jurisdictions.  
23 This association shall be a for-profit corporation.

24 (13) The Corporation may carry on any business whatsoever in connection with the objects and  
25 purposes set forth in these Amendments and/or allowable by law.

26 (14) The Corporation may perform as principal, agent, contractor, trustee, or in any other  
27 lawful status, alone or with others.

28 The foregoing objects and purposes are each independent, unless otherwise expressly limited,  
29 and each purpose shall not be limited or restricted by reference to, or inference from, the terms  
30 of any other clause or paragraph of these Articles. The foregoing shall be construed as both  
31 objects and powers; the enumeration of the foregoing shall not be deemed to limit or restrict in  
32 any manner the general powers conferred on this Corporation by the laws of the State of Idaho,  
33 and the Corporation shall expressly hold all such general powers.

1        **Article 3 - Duration:** The period of duration of this Corporation shall be perpetual.

2        **Article 4 - Assessments:** The shares of stock of the Corporation, if and to the extent fully paid,  
3        shall not be subject to assessment for any purpose.

4        **Article 5 - Powers Of Board Of Directors:** In furtherance, and not in limitation, of the powers  
5        conferred by statute on such Board, the Board of Directors is expressly authorized:

6        (1) To repeal and amend the By-laws of the Corporation and to adopt new By-laws, subject to  
7        the right of the shareholders to alter or repeal such By-laws.

8        (2) To designate, by a resolution passed by the majority of the whole Board, two or more of  
9        the Directors to constitute an executive committee, which, to the extent provided in such  
10      resolution, shall have and exercise the authority of the Board of Directors in the management  
11      of the business of the Corporation.

12      (3) When, and as, authorized by the affirmative vote of the holders of a majority of the stock  
13      issued and outstanding which has voting power, given at a stockholder's meeting duly called for  
14      that purpose, the Board of Directors shall have the power and authority to sell, lease, or  
15      exchange all the assets of the Corporation, other than its franchise of being a Corporation, upon  
16      such terms and conditions and for such consideration (which may be, in whole or in part, shares  
17      of stock in other corporations) as the Board of Directors shall deem expedient and for the best  
18      interest of the Corporation.

19      **Article 6 - Registered Agents:** The registered agent, and the address thereof, is as follows:  
20      Raymond C. St.John, 1717 Arlington, Caldwell, Idaho 83605, Telephone: (208) 455-3789.

21      **Article 7 - Authorized Shares - Common Stock:** The total number of shares of common stock  
22      which the Corporation shall have authority to issue shall be 100,000 authorized shares with no  
23      par value. No shareholder shall be entitled as a matter of right to subscribe for or receive  
24      additional shares of any class of stock of the Corporation, whether now or hereafter authorized,  
25      or of any bonds, debentures or other securities convertible into stock, but such additional shares  
26      of stock or other securities convertible into stock may be issued or disposed of by the Board of  
27      Directors to such persons and on such terms as in its discretion it shall deem advisable.

28      **Article 8 - Incorporators:**

29                   Diane T. Bearss - 3,000 shares  
30                   1012 Berkeley Street  
31                   Boise, Idaho 83705

1 John P. Mullins - 3,000 shares  
2 635 West Blaine  
3 Nampa, Idaho 83651

4 Raymond C. St.John - 3,000 shares  
5 3050 Wing Road  
6 Star, Idaho 83669

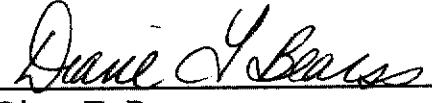
7 **Article 9 - Amendment Of Articles:** The Corporation reserves the right to amend, alter, change,  
8 or repeal any provision contained in these Articles of Incorporation, in the manner now or  
9 hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted  
10 subject to this reservation.

11 **Article 10 - Purchase Of Shares By Corporation:** Purchase by the Corporation of its own shares  
12 of stock shall be made, whether directly or indirectly, only to the extent of the then existing  
13 unreserved and unrestricted earned surplus available therefore, or the unreserved and unrestricted  
14 capital surplus available therefore, whichever shall be greater, and shall in any event be in  
15 compliance with Idaho Code, §30-1-6, as the same may be amended.

16 **Article 11 - Board Of Directors:** The Board of Directors shall consist of the number of directors  
17 set forth in the By-laws of the Corporation, as the same may be amended from time to time.  
18 The initial Board shall be composed of: Diane T. Bearss, John P. Mullins, and, Raymond C.  
19 St.John.

20 **Article 12 - Cumulative Voting:** Cumulative voting shall be, pursuant to law, allowed.

21 IN WITNESS WHEREOF, these Articles of Incorporation are made, signed, acknowledged, and  
22 executed this July 1994, 1994.

23   
24 Diane T. Bearss

25   
26 John P. Mullins

27   
28 Raymond C. St.John

1 THE UNDERSIGNED hereby certify that they are the officers and directors of WEST VALLEY  
2 EMERGENCY PHYSICIANS, P.A. and that the above Articles of Incorporation were duly  
3 adopted by the Corporation and the Board of Directors at a meeting thereof, by unanimous  
4 consent, on July Aug 11, 1994 at Caldwell, Idaho.

Diane T. Bearss

Diane T. Bearss

John P. Mullins

John P. Mullins

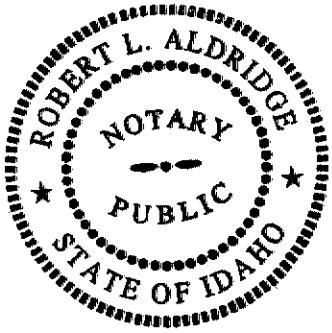
R. C. St. John

Raymond C. St. John

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this July Aug 11, 1994, before me, Robert L. Aldridge, a Notary Public in and for said State, personally appeared Diane T. Bearss, John P. Mullins and, Raymond C. St. John, known or identified to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto placed my official hand and seal the day and year in this Certificate first above written.



Notary Public for Idaho  
Residing at Meridian  
Commission expires 7-1-2000