

CERTIFICATE OF INCORPORATION  
OF

DENNIS RIENDEAU, D.D.S., CHARTERED

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 \_\_\_\_\_

DENNIS RIENDEAU, D.D.S., CHARTERED,

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 September 26, 1, 19 79.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED

9-26-79

3:25 pm.

ARTICLES OF INCORPORATION  
OF  
DENNIS RIENDEAU, D.D.S., CHARTERED  
A Professional Corporation

ARTICLE I

Name

The name of this corporation is DENNIS RIENDEAU, D.D.S.,  
CHARTERED.

ARTICLE II

Professional Corporation

This corporation is a professional corporation within the  
meaning of Idaho Code Title 30, Chapter 13, Professional Service  
Corporations.

ARTICLE III

Duration

The corporation shall commence on October 1, 1979, and shall  
continue until terminated by a unanimous agreement of the members  
or by the operation of law as provided elsewhere in these Articles.

ARTICLE IV

Purposes and Powers

The purposes of the corporation are:

1. The practice of dentistry and dental surgery, dental  
and medical research, and related activities;

2. To engage in such other businesses as may be authorized  
or permitted by the laws of the State of Idaho as they pertain to

professional corporations, and specifically, as provided in Idaho Code Section 1307;

3. To have and exercise all powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which the corporation is formed as such laws are now in effect or may at any time hereafter be amended;

4. To transact business in the State of Idaho and such other places as are in conformity with the laws of the State of Idaho, and specifically Title 30, Chapter 13, entitled Professional Service Corporations and as authorized and limited by these Articles.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause stated shall, except where otherwise expressed, be in nowise limited or restricted by any other clause, but shall be regarded as independent purposes and powers. Notwithstanding the foregoing, with respect to the rendering of professional services within the meaning of Title 30, Chapter 13, of the Idaho Code, the corporation is authorized to render such professional services only in the single profession of dentistry and such professional services shall be rendered only by persons licensed to practice dentistry by the State of Idaho.

#### ARTICLE V

##### Principal Office

The principal office for the transaction of business of the corporation is in the City of Lewiston, County of Nez Perce,

ARTICLES OF INCORPORATION

State of Idaho, and more particularly located at 939 Bryden Avenue, or such other location as the directors may from time to time designate, and the registered agent is Dennis Riendeau.

#### ARTICLE VI

##### Directors

1. The number of directors is one (1) so long as there is only one shareholder of the corporation. In the event there become two (2) shareholders of this corporation, the number of directors of the corporation shall be two (2), and in the event the number of shareholders in the corporation shall become three (3) or more, the number of directors shall be three (3).

2. The name and address of the person who is appointed to act as the first director of the corporation is:

<u>Name</u>	<u>Address</u>
Dennis Riendeau	939 Bryden Avenue Lewiston, Idaho 83501

At all times, the number of directors shall be in accordance and in compliance with Idaho Code Section 13-1315, and shall be governed by the provisions thereof.

#### ARTICLE VII

##### Qualification of Directors

No director of the corporation shall be deemed to have duly qualified as such unless he shall be the holder of record of one or more of the shares of the corporation entitled to voting power. Should any director of the corporation cease to hold of

ARTICLES OF INCORPORATION

record one or more such shares, his office as director shall be vacant.

#### ARTICLE VIII

##### Tenure of Directors

Each director shall hold office until the next annual meeting of the corporation or until their successor shall have been duly elected.

#### ARTICLE IX

##### Duties of Directors

The authority to manage the affairs of the corporation shall be vested in the directors, including, without limiting the generality of the foregoing powers, to do any and all acts and things and to execute and deliver all necessary or appropriate contracts, conveyances, and legal documents in the name of the corporation, and including powers to delegate any and all such functions to one or more officers of the corporation and to prescribe the powers and duties of the officers of the corporation.

#### ARTICLE X

##### Officers

The officers of the corporation shall be a president, secretary and treasurer and such other officers as the board of directors shall designate from time to time, all of whom shall be shareholders of the corporation. So long as there is only one shareholder of

ARTICLES OF INCORPORATION

the corporation, said shareholder shall simultaneously serve as president and treasurer of the corporation. In the event the corporation shall have two or more shareholders, all of the general officers set forth herein shall be filled between them.

#### ARTICLE XI

##### Tenure of Officers

The officers of the corporation shall be elected by the board of directors and shall hold office until the next annual meeting of the board or until their successors shall have been duly elected and qualified.

#### ARTICLE XII

##### Duties of Officers

The duties and powers of the officers shall be such as are designated by the directors.

#### ARTICLE XIII

##### Stock

The corporation is authorized to issue only one class of shares of the total number of 1,000, all of which shall have no par value.

#### ARTICLE XIV

##### Issuance of Shares

No authorized but unissued shares of the corporation shall be issued or disposed of by the corporation to any person other than a person or persons licensed by the Idaho State Board of

ARTICLES OF INCORPORATION

Dentistry. Any such sale or issuance by the corporation must be authorized by the board of directors and approved by a two-thirds vote of the issued and outstanding shares of the corporation and at such price as may be approved by such two-thirds vote. Each stock certificate shall be properly endorsed, disclosing the restriction and stating that shares in the name of a disqualified or retired person or in the name of the personal representative of a deceased person, except during the holding period as provided for elsewhere in these Articles. The qualification for ownership shall be in accordance with and subject to the provisions of Title 30, Chapter 13, Idaho Code, and specifically with Section 30-1309 of the Idaho Code.

#### ARTICLE XV

##### Death or Disqualification of Shareholder

1. Should any shareholder be disqualified to practice dentistry by the Idaho State Board of Dentistry, then, within ninety (90) days of the date when such disqualification becomes final, the corporation shall purchase all of the shares of the corporation owned by such disqualified person at a price to be determined in accordance with the Bylaws of the corporation or by agreement of the parties.

2. Within six months after the death of a shareholder, the corporation shall purchase all of the shares of the corporation owned by such shareholder at a price to be determined by agreement of the parties.

#### ARTICLES OF INCORPORATION

## ARTICLE XVI

### Restriction Upon Transfer of Shares

1. Before there can be a valid sale or transfer of any of the shares of the corporation by a holder thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of the corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which such holder intends to make such sale or transfer. The corporation then shall have the right of first refusal as to the total number of shares being offered for sale.

2. Should the corporation fail to exercise such right of first refusal within ten (10) days after the first notice, the secretary shall, within five (5) days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of the corporation. Such notice may be delivered to such shareholders personally or may be mailed to the last known addresses of such shareholders, as the same may appear on the books of the corporation. Within fifteen (15) days after the mailing or delivering of such notices, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in such notice shall deliver by mail or otherwise to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number or numbers

ARTICLES OF INCORPORATION



of such shares at the price and upon the terms stated in such notice, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

3. If the total number of shares specified in such offer or offers shall exceed the number of shares referred to in such notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in such notice to the secretary, as the number of shares of the corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in such notice to the secretary.

4. If all of the shares referred to in such notice to the secretary shall not be disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided in the foregoing paragraph 3, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

5. If one or more of the shareholders shall offer to purchase in the aggregate less than all of the shares or shall fail to offer to purchase any of the shares referred to in such notice to the secretary, then the corporation may purchase such

ARTICLES OF INCORPORATION

shares upon the same terms. If the corporation shall fail to offer to purchase the shares referred to in such notice to the secretary, than the shareholder desiring to transfer or sell may dispose of any shares not purchased by the corporation or other shareholder or shareholders to any other person or persons licensed as required by Title 30, Chapter 13, Idaho Code, entitled Professional Service Corporations, and specifically, Idaho Code Section 30-1308; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in such notice to the secretary.

6. In the event the corporation or any combination of shareholders and/or the corporation shall fail to offer to purchase less than the total amount of shares referred to in such notice to the secretary, then the shareholder desiring to transfer or sell such shares may at his election refuse to sell or transfer any shares to the corporation or its shareholders and may transfer or sell his shares to any other person licensed as required by Title 30, Chapter 13, Idaho Code, entitled Professional Service Corporations, and specifically, Idaho Code Section 30-1308; provided, however, that he may not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in such notice to the secretary.

7. Any sale or transfer, or purported sale or transfer, of the shares of the corporation shall be null and void unless the

ARTICLES OF INCORPORATION

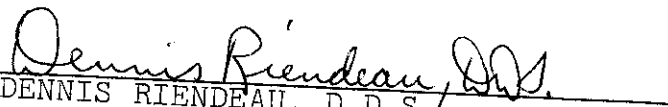
terms, conditions, and provisions of this Article XVI are strictly observed and followed.

#### ARTICLE XVII

##### Termination by Operation of Law

Should, at any time, the corporation cease to have a shareholder licensed to practice dentistry in the State of Idaho, and actually practicing, except during periods of disability, or should the corporation fail to redeem, cancel, or transfer the shares of a deceased, retired, or disqualified shareholder in accordance with the provisions of these Articles, the corporation shall be dissolved pursuant to and in accordance with Idaho Code Section 30-1309 A.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 25<sup>th</sup> day of September, 1979.

  
DENNIS RIENDEAU, D.D.S.

STATE OF IDAHO            )  
                                  : ss  
County of Nez Perce    )

On this 25<sup>th</sup> day of September, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared DENNIS RIENDEAU, D.D.S., known 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.

(Seal)

Michelle R. Messing  
NOTARY PUBLIC in and for said State,  
Residing at Lewiston, therein.

ARTICLES OF INCORPORATION