

FILED EFFECTIVE

ORIGINAL

ARTICLES OF INCORPORATION

OF

PEND OREILLE VETERINARY SERVICE, P.A.

2007 APR - 29 AM 12: 58

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I.

The name of the Corporation shall be Pend Oreille Veterinary Service,
P.A.

ARTICLE II.

The purpose for which said corporation is formed is:

1. To engage in, conduct, promote, advertise and carry on the business and practice of veterinary medicine, surgery and dentistry and the treatment of, including dental or surgical operations, or prescriptions for, any physical ailment or deformity of, or injury to, any animal, and the administration of serums, virus, and vaccines, and the use of diagnostic agents in the practice of veterinary medicine.

2. To own, rent, lease and operate real and personal property, and such facilities proper in receiving and caring for animals, and their medical, surgical and hygienic treatment.

3. To do all and everything necessary, suitable and proper for the

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accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, clubs, or individuals, and to do every act or acts, thing or things incidental, appurtenant to, or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same is not inconsistent with the laws under which this corporation is organized, and in particular with the Professional Services Corporation Act.

4. To appoint such officers, employees and agents as the corporation may require, and to allow them compensation.

5. To invest funds in real estate, mortgages, stocks, bonds and other types of investments, or in furtherance of the aforementioned objects and purposes or any part or parts thereof, provided the same be no inconsistent with the law under which this corporation is organized, and to borrow, pledge and mortgage both real and personal property in the furtherance of the objects and purposes hereinbefore set forth.

ARTICLE III.

Said corporation shall in no manner, either direct or indirect, render any of the professional services hereinbefore set forth except through its

officers, employees and agents who are duly licensed and legally authorized to render such services within the State of Idaho, provided however, this article shall in no manner include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering that service rendered by veterinarians as hereinbefore provided.

ARTICLE IV.

The commencement of the life of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Secretary of State of Idaho, and the duration of the life of this corporation shall be perpetual.

ARTICLE V.

The location and post office address of the registered office of the corporation are 895 Kootenai Cutoff Road, Ponderay, Idaho 83852. The registered agent at the principal office of the corporation is Charles Ashton, D.V.M.

ARTICLE VI.

The total authorized number of par value shares is Twenty-Four Thousand (24,000) shares, without nominal or par value. All shares herein shall be common stock, and no other stock or type of share shall be issued,

and said shares shall be issued solely to individuals who are duly licensed or otherwise legally authorized under the laws of the State of Idaho to practice veterinary medicine.

ARTICLE VII.

Shareholders of this corporation may not sell or transfer any shares herein except to another individual who is eligible to be a shareholder as provided in Article VI hereof, and such sale or transfer must be first approved at a stockholders' meeting specially called for such purpose, said approval to be by not less than a majority of the outstanding stock as provided in these articles, and at such meeting the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent in writing that such stock be voted.

ARTICLE VIII.

No trust agreement or agreements, or any other type of agreements vesting any other person than the shareholder with authority to exercise the voting power of any or all of his stock shall be recognized in any manner at any meeting of the shareholders, directors and officers hereof, or of any of them.

ARTICLE IX

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows, the incorporators hereof acknowledging that they, and each of them, is a Doctor of Veterinary Medicine, and duly licensed by the state of Idaho to practice veterinary medicine:

Gerald H. Lewis, Jr., D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852
One Thousand (1,000) Shares

Charles Ashton, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852
One Thousand (1,000) Shares

Bruce Vogel, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852
One Thousand (1,000) Shares

ARTICLE X

The internal affairs of the corporation shall be governed by the duly-adopted bylaws of the corporation.

ARTICLE XI

The numbers of directors constituting the current board of directors is three (3). The names and address of the persons who are to serve as directors until the next annual meeting of shareholders, or until their successors be elected and qualified, are as follows:

Gerald H. Lewis, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852

Charles Ashton, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852

Bruce Vogel, D.V.M.
895 Kootenai Cutoff Road
Ponderay, Idaho 83852

ARTICLE XII

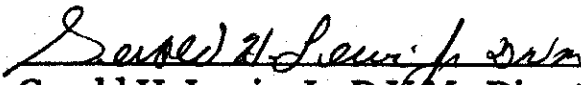
The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

ARTICLE XIII

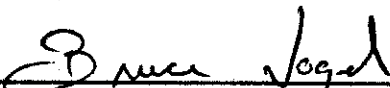
No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duties, except liability for (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or (D) an intentional violation of criminal law

DATED to be effective April 1, 2007.

PEND OREILLE VETERINARY SERVICE, P.A.

BY: 
Gerald H. Lewis, Jr. D.V.M., Director

BY: 
Charles Ashton, D.V.M., Director

BY: 
Bruce Vogel, D.V.M., Director