

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

THE PHOENIX, INCORPORATED

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 PHOENIX,
INCORPORATED

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: January 16, 1984



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

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF SECRETARY OF
STATE

THE PHOENIX, INCORPORATED

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME:

The name of the corporation is THE PHOENIX, INCORPORATED.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE:

The corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (§30-1-3).

FOURTH - SHARES:

The authorized amount of capital of this corporation shall be, and is, 5,000 shares of stock with a par value of \$1.00 each, making an authorized aggregate capital stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any

obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SIXTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and post office address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office:

P.O. Box 2720
Boise, Idaho

*802 W. Bannock
Suite 501
asp
JLJee*

Registered Agent:

Jay L. Webb
P.O. Box 2720
Boise, Idaho

SEVENTH - DIRECTOR(S):

The number of Directors of the corporation shall be specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial number of Directors shall be four (4), who shall serve until the first annual meeting of shareholders or until the organizational meeting, whichever shall first occur, and who shall be:

<u>Director's Name</u>	<u>Address</u>
Avery D. Pratt, M.D.	7830 Crestwood Boise, Idaho 83704
Frances E. Pratt	7830 Crestwood Boise, Idaho 83704
Ted W. Hanford	4445 Ginzel Boise, Idaho 83703
June Hanford	4445 Ginzel Boise, Idaho 83703

EIGHTH - INCORPORATOR:

The name and post office address of the incorporator is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
Joyce L. Dick	Suite 501, Statehouse Square 802 W. Bannock Street P. O. Box 2720 Boise, Idaho 83701

NINTH - OTHER PROVISIONS:

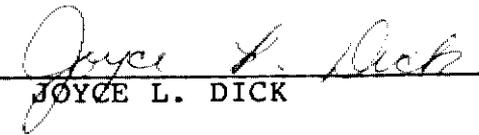
9.1 Transactions Between Corporations, Officers and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2 Shareholder Liability.

Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of January, 1984.



JOYCE L. DICK