



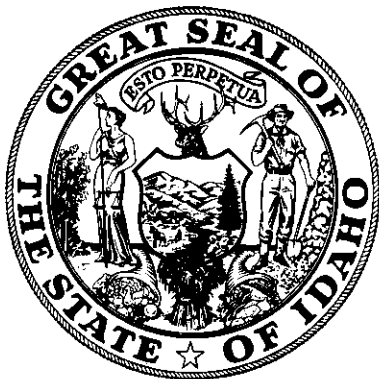
CERTIFICATE OF INCORPORATION
OF

THE CENTRAL IDAHO WOMEN'S CLINIC, P.A.

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: *June 16, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

THE CENTRAL IDAHO WOMEN'S CLINIC, P.A.

KNOW ALL PERSONS BY THESE PRESENTS that I, the under-
signed, being a natural person of full age and citizen of
the United States of America and licensed to practice
medicine in Idaho, do hereby voluntarily form a professional
service corporation under the laws of the State of Idaho,
and I do hereby execute and adopt these Articles of Incor-
poration in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of said Corporation is and shall be:

THE CENTRAL IDAHO WOMEN'S CLINIC, P.A.

ARTICLE II.

PURPOSES: The purposes for which said Corporation is
formed and organized are:

- (a) To provide professional medical services.
- (b) To have perpetual succession by its corporate name
unless a limited period of duration is stated herein.
- (c) To sue and be sued, complain and defend, in its
corporate name.
- (d) To have a corporate seal which may be altered at
pleasure, and to use the same by causing it, or a facsimile

thereof, to be impressed or affixed or in any other manner reproduced.

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated as allowed by statute.

(f) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets as allowed by statute.

(g) To lend money and use its credit to assist its employees.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds to loaned or invested.

(k) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(l) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(m) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans,

stock option plans and other incentive plans, and salaries or sums for any or all of its directors, officers and employees.

(q) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise as allowed by statute.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses, by reason of the specific enumeration of such powers, shall not be held to restrict the power of the corporation to do any act or thing within the purview of its general purposes.

ARTICLE III.

DURATION: Said Corporation shall have perpetual existence.

ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The location and post office address of the principal and registered office of said Corporation shall be 307 St. John's Way, Lewiston, Idaho 83501.

ARTICLE V.

REGISTERED AGENT: The name of the registered agent of the corporation at the foregoing address referred to in IV herein is GARY D. DAVIS.

ARTICLE VI.

CAPITAL STOCK: The amount of the capital stock of said Corporation shall be 10,000,000 voting shares, no par value per share, with one (1) vote to each share, and all of which shares shall be common shares and non-assessable. No capital stock shall be issued to anyone other than a person who is duly licensed to practice medicine in Idaho. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person without the authority to exercise the voting power of any or all his/her stock.

ARTICLE VII.

INCORPORATORS: The name and post office address of the incorporator and a statement of the number of shares subscribed by him, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gary D. Davis	2875 Grandview Clarkston, WA 99403	3,000,000

ARTICLE VIII.

The directors of the corporation shall have the right to adopt by-laws restraining the alienation of shares and providing for the purchase of redemption by the corporation

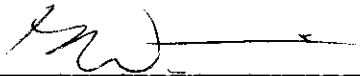
of the shares. Any such provisions shall not be involved at a time or in a manner that would impair the capital or the corporation.

ARTICLE IX.

DIRECTORS: The name and post office address of the initial director named by the organizer or incorporator of this corporation to serve until the first election of directors of the corporation is as follows:

Gary D. Davis, 2875 Grandview, Clarkston, WA 99403.

IN WITNESS WHEREOF, I have set my hand and seal at Lewiston, Idaho, this _____ day of _____, 1986.



Gary D. Davis