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**CERTIFICATE OF INCORPORATION
OF**

FAMILY CARE PHYSICIANS, 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: November 20, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

emj

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS, that WE, the undersigned incorporators being of the age of eighteen years or more, each being a duly licensed Medical Doctor under the laws of the State of Idaho, desiring to organize a corporation under the Professional Service Corporation Act, I.C. § 30-1301 et seq. of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation as follows.

ARTICLE I.

The name of the corporation shall be **FAMILY CARE PHYSICIANS, P.A.**

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the corporation is organized are as follows:

(a) To provide to the public professional medical services which may be rendered by persons licensed to practice medicine in the State of Idaho;

(b) To provide allied professional services to the public in connection with the practice of medicine as the term "allied professional services" is defined by Idaho Code § 30-1303(3);

(c) To acquire by purchase or lease such real and personal property as may be necessary or incidental to the

provision of the professional medical and affiliated services previously referred to;

(d) To transact any such additional lawful business for which corporations may be incorporated under the Professional Service Corporation Act of the State of Idaho, concerning the provision of professional medical and affiliated services.

ARTICLE IV.

The Corporation is authorized to issue one class of shares, in a total amount of 1,000 shares. The stock shall bear no par value. Shares of stock of this Corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this Corporation, in accordance with the duly adopted By-Laws of this Corporation.

The capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V.

The address of the initial registered office of the Corporation shall be 112 Fifth Avenue West, Jerome, Idaho, 83338.

The name of the initial registered agent at such address is JAMES IRWIN, M.D.

ARTICLE VI.

The names and addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of

shareholders are:

James Irwin, M.D. - 221 12th Ave. East, Jerome, Idaho 83338
James Lohmann, M.D. - 546 "D" Drive, Jerome, Idaho 83338

ARTICLE VII.

The names and addresses of the incorporators are:

James Irwin, M.D. - 221 12th Ave. East, Jerome, Idaho 83338
James Lohmann, M.D. - 546 "D" Drive, Jerome, Idaho 83338

ARTICLE VIII.

No private property of the stockholders of the Corporation shall be subject to or liable for payment of Corporation debts.


ARTICLE IX.

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.


ARTICLE X.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this Corporation are granted subject to this reservation.

SIGNED this 15th day of NOVEMBER, 1989.



JAMES IRWIN, M.D.



JAMES LOHMANN, M.D.

STATE OF IDAHO

County of Jerome

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) ss.
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On this 15th day of NOVEMBER, 1989, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JAMES IRWIN, M.D. and JAMES LOHMANN, M.D., known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

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



NOTARY PUBLIC for Idaho