

FILED

ARTICLES OF INCORPORATION
OF
FOX CHIROPRACTIC CLINIC P.A.

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

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SECRETARY OF STATE
IDaho
07/22/1998
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ARTICLE I. NAME

The name of the corporation is FOX CHIROPRACTIC CLINIC P.A.

ARTICLE II. PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which this corporation is organized is the practice of chiropractic; to do everything necessary, proper, advisable, or convenient for the conduct of said business; and to do all other things incident there to or connected there with which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The amount of capital stock of this corporation shall be and is 1,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$1,000.00.

ARTICLE V. PREEMPTIVE RIGHTS

The shareholders 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 securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VI. REDEMPTION

The corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and

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unrestricted capital surplus available therefor.

ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time distribute to its shareholders out of capital surplus of the Corporation portion of its assets in cash or property.

ARTICLE VIII. CUMULATIVE VOTING

A shareholder entitled to vote at each election for directors shall have the power to cumulate votes for the election of directors.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The address of the initial registered office of The Corporation is 834 Falls Ave, Suite #1050, Twin Falls, Idaho 83301, and the name of its initial registered agent at the office is Alan Fox.

ARTICLE X. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be specified in the By laws. The number of Directors constituting the initial board of Directors is (1) and the name and address of the person who is to serve as Director until the first annual meeting of the Shareholders and until his successors shall have been elected and qualified is :

<u>Name</u>	<u>Address</u>
Alan Fox	834 Falls, Suite #1050 Twin Falls, ID 83301

ARTICLE XI. INCORPORATOR

The name and address of the incorporator of this corporation is:

Alan Fox
834 Falls, Suite #1050
Twin Falls, Idaho 83301

DATED THIS 14 DAY OF July, 1990.


Alan Fox, Incorporator

THE BY-LAWS OF
FOX CHIROPRACTIC CLINIC P.A.

ARTICLE 1

MEETINGS OF STOCKHOLDERS:

Section 1. Place of Meeting. All meetings of the stockholders of this corporation shall be held at the principal office or place of business of the corporation in Twin Falls, Idaho or at such other place or places, either within or without the State of Idaho, as the board of directors may order or direct before the call of the meeting, and the place of meeting shall be stated in the notice or call for the meeting.

Section 2. Annual Meetings. The annual meetings of stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held at Twin Falls, Idaho each year on the 15th day of January, if not a legal holiday and if a legal holiday then on the first day following that is not a legal holiday. All business lawfully to be transacted at any stockholders meetings, general or special, may be transacted at any stockholders meeting without further or special notice.

Section 3. Notice of Meetings. Notice of all stockholders meetings shall be given to all stockholders entitled to vote at such meeting in the manner required by the laws of the State of Idaho, but such notice may be waived either before or after the holding of the meeting.

Section 4. Deferred Annual Meeting. If for any reason the annual meeting of the stockholders be not held as hereinbefore provided, such annual meeting shall be called by the president or by the directors, as soon as it conveniently may be. If the election of directors has not been held as hereinbefore provided, it shall be the duty of the secretary upon the request of stockholders holding not less than twenty percent (20%) of the issued stock, to call a meeting of the stockholders, as provided in section (3) of this article, for the election of directors, and for the transaction of any business that may be considered at an annual meeting.

Section 5. Special Meetings. Special meetings of the stockholders may be called at any time upon the conditions and in the manner provided by law. If the secretary shall neglect or refuse to issue a call for a special meeting within ten (10) days after being duly requested so to do, the director of stockholder or stockholders making the request may proceed to issue the call for such meeting. Notice of such special meeting shall be given as provided in section 3 of this article.

Section 6. Consent Meetings. Whenever all parties entitled to vote at any meeting, whether of directors or stockholders, consent either by writing on the records of the meeting and filed with the secretary, or by presence at such meeting and oral consent so entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent, or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or such consent, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved and rendered likewise valid and the irregularity or defeat therein waived by writing signed by all parties having the right to vote at such meeting; such consent or approval of stockholders may be by proxy or power of attorney in writing.

Section 7. Quorum. The provisions of the laws of the State of Idaho in effect at the time of the holding of any meeting, as to what shall continue a quorum, shall govern and control in all cases.

Section 8. Voting Rights. The persons entitled to receive notice of and to vote at any stockholders' meeting shall be determined from the records of the corporation on the date of mailing of the notice or on such other date not more than fifty (50) nor less than ten (10) days before such meeting shall be fixed in advance by the board of directors.

Section 9. Voting of Shares by Certain Holders.

(a) Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

(b) Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

(c) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in the appropriate order of the court by which such receiver was appointed.

(d) A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

(e) Neither treasury shares, nor shares of its own stock held by a corporation in a fiduciary capacity, nor shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by the corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

Section 10. Proxies. Every stockholder entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed and filed with the secretary of the corporation. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 11. Officers. The president of the corporation shall preside at all meetings of the stockholders. In his absence, the vice president shall preside. In the absence of these officers, any stockholder, or the duly appointed proxy of any stockholder, may call the meeting to order, and a chairman shall be elected from among the stockholders present. The secretary of the corporation shall act as secretary at all meetings of the stockholders, but in his absence the presiding officer may appoint any person to act as secretary of the meeting.

Section 12. Order of Business. At all meetings of stockholders, the following order of business shall be observed, so far as consistent with the purposes of the meeting:

1. Calling the roll to determine the stock represented at the meeting.
2. Reading of notice and proof of call of meeting (or unanimous waiver thereof.)
3. Reports of officers.
4. Reports of committees.
5. Unfinished business.
6. New business.
7. Election of directors.
8. Miscellaneous business.

ARTICLE II

DIRECTORS

Section 1. Powers. The property, business and affairs of the corporation shall be controlled and managed by the board of directors.

Section 2. Number. The number of directors shall be not less than 1 nor more than 3, and said number may be increased by amendment of these by-laws. The number of the first board of directors shall be 1. Upon an increase, the directors in office shall elect additional directors. The directors shall be elected annually and shall continue in office until their successors are elected and qualified.

Section 3. Vacancies.

(a) A vacancy in the board of directors shall exist upon the death, resignation or removal of any director.

(b) Vacancies in the board of directors may be filled by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of his predecessor and until his qualified successor is elected and accepts office.

(c) The stockholders may at any time elect a director to fill any vacancy not filled by the directors, and shall elect the additional directors in the event an amendment of the bylaws is adopted increasing the number of directors.

Section 4. Quorum. A majority of the duly elected directors shall constitute a quorum, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except in cases where the statutes of the State of Idaho otherwise provide.

Section 5. Time and Place of Meetings. The directors may hold their meetings at such place or places in the State of Idaho or outside the said state as the board may from time to time determine. The board may establish regular meetings to be held at such other places and times as may be the time and place for such regular meetings, no further notice thereof need be given.

Section 6. Removal of Directors. The entire board of directors or any individual director may be removed from office by a majority vote of the stockholders at a special meeting called for that purpose.

Section 7. Special Meetings. Special meetings of the board of directors may be held whenever called by the president or by at least two (2) of the directors for the time being in office. The secretary shall give notice of any special meeting by mailing the same at least five (5) days waived before the meeting to each director, but such notice may be waived by any director. At any meeting at which every director shall be present, even though without any notice, any business may be transacted.

Section 8. Organization Meeting. Unless the directors have by call or waiver of notice convened and organized, they must convene on the 10th day after their election, at 2:00 p.m. at the office of the corporation at Twin Falls, Idaho, and organize by the election of officers, and transact any business pertaining to the affairs of the corporation. No notice of the time, place and purpose of such meeting shall be required, but the secretary of the stockholders' meeting at which the directors were elected shall, immediately after the adjournment of such meeting, notify said directors by mail; however, failure to give such notice shall not invalidate the organization of the board, the election of officers, or any business transacted at such meeting of the directors. The directors present, even though less than a majority, shall constitute a quorum. If by the 10th day after the election of directors falls on a holiday, such organization meeting shall be held on the first day thereafter not a legal holiday.

ARTICLE III

OFFICERS

Section 1. Executive Officers. The executive officers of the corporation shall be the president, one or more vice presidents, a treasurer, a secretary and one or more assistant secretaries, as the board shall elect. The office of secretary and treasurer may be held by one person and, in such case, the officer will be designated as secretary-treasurer. Further, the offices of secretary-treasurer and vice president may be held by one person. The officers shall be elected by the directors and shall hold office for one year and until their successors are elected and qualified, and shall, except as hereinafter provided, perform the usual duties pertaining to their respective offices, and as may from time to time be ordered by the board of directors.

Section 2. Additional Officers and Agents. The board of directors may appoint such other officers or agents as they deem necessary, who shall perform such duties as from time to time may be prescribed by the board of directors, and the board may vest the power to appoint such subordinate officers or agents in the president, or in any other officer of the corporation, or in any committee of the board.

Section 3. Removal. All officers and agents of the corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole board of directors. All officers, agents and employees, other than officers appointed by the board of directors, shall hold office at the discretion of the committee or of the officer appointing them.

ARTICLE IV

POWERS OF OFFICERS

Section 1. The President. The president shall be the chief executive officer of the corporation. He shall have general management of the business of the corporation and general supervision of the other officers. He shall preside at all meetings of the stockholders and of the board of directors and see that all orders and resolutions of the board are carried into effect; subject, however, to the right of the board to delegate to any other officer or officers of the corporation any specific powers, other than those that may be by law conferred only upon the president. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts and other documents authorized by the board of directors, except in cases where the execution thereof shall be expressly delegated by the board or these by-laws to some other officer or agent of the corporation. He shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice President. A vice president shall perform the duties and exercise the powers of the president in case of his illness, disability or temporary absence from the office of the corporation, and shall perform such other duties as may from time to time be granted or imposed by the board of directors.

Section 3. The Secretary. The secretary shall attend all sessions of the board and all meetings of stockholders held at the office of the corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the stockholders and of the board of directors when notice is required to be given under the bylaws or by any resolution of the board. He shall have custody of the seal of the corporation and affix and attest the seal to all authorized documents requiring a seal. He shall keep the stock ledger of the corporation, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the board of directors or the president.

Section 4. The Treasurer. The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such banks and depositories as may be designated by the board of directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the board. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board, and whenever they may require, accounts of all the transactions as treasurer and of the financial condition of the corporation. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the board of directors or by the president.

Section 5. Delegating Powers to Other Officers. In case of the absence of any officer of the corporation, or for any other reason that may seem sufficient to the board, the board of directors may delegate his duties and powers for the time being to any other officer, or to any director.

Section 6. Assistant Secretary and Assistant Treasurer. The board of directors may appoint an assistant secretary with authority to perform such of the duties delegated to the secretary by these by-laws as may from time to time be ordered by the board of directors, and they may likewise appoint an assistant treasurer, with authority to discharge and perform such of the duties and powers assigned to the treasurer by these by-laws as may from time to time be ordered by said board.

Section 7. Bonds of Officers. The directors may, by resolution, require any or all of the officers of the corporation to give a bond with sufficient surety, conditioned for the faithful performance of the duties of their respective offices.

ARTICLE V

CORPORATE RECORDS AND REPORTS

Section 1. Records. The corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the board of directors from time to time, except as otherwise provided by law.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

Section 3. Execution of Documents. The board of directors may, except as otherwise provided in these by-laws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances, and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VI

CERTIFICATES AND TRANSFERS OF SHARES

Section 1. Certificates. The certificates for shares of the capital stock of the corporation shall be in such form, not inconsistent with the certificate of incorporation, as shall be prepared or be approved by the board of directors. The certificates shall be signed by the president, or vice president, and also by the secretary, or assistant secretary, and sealed with the corporate seal.

Section 2. Registration. The board of directors shall have power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates of the shares of the capital stock of the corporation, and may appoint a transfer agent and registrar of transfers, and may require all stock certificates to bear the signature of such transfer agent and of such registrar of transfers.

Section 3. Closing Transfer Books. The stock transfer books shall be closed for the meeting of the stockholders and for the payment of dividends during such period as from time to time may be fixed by the board of directors, and during such periods no stocks shall be transferrable.

Section 4. Restriction on Repurchase. No stockholder shall have the right or power to pledge, sell or otherwise dispose of, except by will, any share or shares of capital stock of this corporation without first offering the said share or shares of stock for sale to the corporation at the book value of such stock at the time of offering as determined by the corporation's certified public accountant. Such offer shall be made in writing signed by such stockholder and sent by mail to the corporation at its principal place of business, and such offer shall remain good for acceptance by the corporation for a period of thirty (30) days from the date of mailing of such notice. These provisions shall be binding also upon any executor, administrator or other legal representative of every stockholder in case of a sale or pledge of any share or shares of stock by such executor, administrator or other legal representative of any stockholder, and every certificate of stock to be issued by the corporation shall have printed on and embodied in such certificate the following words:

"The transfer of the shares represented by this certificate is restricted by the By-laws of the corporation and a copy of the complete provisions of such restriction may be obtained from the corporation upon request."

The corporation, if it desires to accept such offer from any stockholder, shall within thirty (30) days from the date of mailing of such notice by the stockholder, accept such offer by depositing in the United States mail, postage prepaid, an acceptance of the offer addressed to the offering stockholder(s) at his last known address. The stockholder shall, within fifteen (15) days after such letter of acceptance is placed in the United States mail, as above set forth, surrender his certificates representing the stock offered to the corporation and shall receive from the corporation in cash, a check drawn on the corporation account, or cashier's check, ten percent (10%) purchase price and an installment note for the balance of the purchase price payable in sixty (60) equal monthly installments, the first of which shall commence thirty (30) days after surrender of the certificate(s) as set forth above, with like payments in each consecutive month thereafter, such note to bear interest at the rate of six percent (6%).

ARTICLE VII

GENERAL PROVISIONS

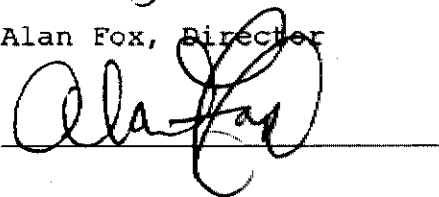
Section 1. Seal. The board of directors shall provide a suitable seal, with the name of the corporation in circular form about the outer edge and the words "CORPORATE SEAL" in the center thereof, so mounted as to be capable of impressing said words on paper in raised letters, which seal shall be in the charge of the secretary. When directed by the board of directors, a duplicate of the seal may be kept and used by the treasurer and by any assistant secretary.

Section 2. Fiscal Year. The fiscal or business year of the corporation shall be as designated by the board of directors.

Section 3. Amendment of By-Laws. The by-laws of the corporation may be amended or repealed and new by-laws may be adopted by the stockholders or by the board of directors in the manner authorized by the laws of the State of Idaho in effect at the time of such amendment.

Dated this 14 day of July, 1998

Alan Fox, Director

A handwritten signature in dark ink, appearing to read "Alan Fox", is written over a horizontal line.