

# Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That GUESS & LYNCH, P.S.

a Corporation organized and existing under the laws of the state of Washington having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make

this certificate, and does hereby designate Latah County, in the State of Idaho, as the County in which the principal place of business of said Corporation in said State of Idaho shall be located, and does hereby designate Thomas A. Lynch, M.D.

residing at MOSCOW in said Latah County, as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served, as provided by the Constitution and laws of said State of Idaho.

And the said GUESS & LYNCH, P.S.

desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said GUESS & LYNCH, P.S.

\_\_\_\_\_ has caused this Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its President, and to be attested by its Secretary, and has caused its corporate seal to be hereunto affixed at Pullman in the County of Whitman, State of Washington this 31st day of May, 19 73.

Attest:

GUESS & LYNCH, P.S.

Thomas A. Lynch, M.D. By Charles E. Guess, M.D.  
Secretary. President.

STATE OF WASHINGTON

County of Whitman } ss.

On this 31st day of May in the year 19 73, before me Kenneth B. Myklebust, a Notary Public in and for said

County, in the State aforesaid, personally appeared Charles E. Guess, M.D.

known to me to be the President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my Notary seal this 31st day of 31st May, A. D. 19 73.

K B Myklebust  
Notary Public

Official Title.

My commission expires on the 12th day of February, 19 77.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.



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# STATE OF WASHINGTON | DEPARTMENT OF STATE

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I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of GUESS & LYNCH, P. S.  
\_\_\_\_\_ which has been duly filed and recorded in my office in accordance with law; I further certify no amendments to the Articles have been filed and that the above named corporation has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1973; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 2, 1973

A. LUDLOW KRAMER  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
GUESS & LYNCH, P. S.

FILED  
JAN 29 1973  
A. LUDLOW KRAMER  
SECRETARY OF STATE

THE UNDERSIGNED, being over the age of twenty-one (21) years, and legally authorized to practice medicine in the State of Washington, and for the purpose of forming a professional service corporation under the laws of the State of Washington, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Guess & Lynch, P.S.

ARTICLE II. DURATION

The duration shall be perpetual.

ARTICLE III. PURPOSES

The purpose and objects of this corporation are as follows:

1. To engage in each and every aspect of the practice of radiology; provided that such medical services shall be rendered only through the Directors, officers, employees and agents of the corporation, all of whom must be legally authorized to practice medicine and radiology in the State of Washington and such other states as the corporation is legally authorized to render such services.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation; provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.
- (b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in bonds, debentures, notes and other securities and obligations of this corporation.
- (c) To borrow money and give security therefor.
- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interest of the corporation or enhance the value or render profitable any of its property or rights.
- (f) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act and Professional Service Corporation Act of the State of Washington, and any other state in which the corporation is legally authorized to render the services hereinabove referred to, or any amendment thereto or substitute therefor,

may not at the time lawfully carry on or do, and, PROVIDED FURTHER, that in further limitation of the general powers conferred on corporations by said laws of the State of Washington, it is expressly provided that:

- (a) This corporation shall not issue nor shall any shareholder sell or transfer his shares in the corporation except to an individual who is duly licensed to practice under the laws of the State of Washington, and then only in accordance with the procedures and limitations set forth in the By-Laws of the corporation for said sale or transfer.
- (b) No shareholder of this corporation shall enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock; provided, however, that in the event such stock be community property and one spouse of said marital community not be duly licensed to practice radiology, said spouse shall grant the duly licensed spouse full power and authority to exercise the voting powers of all of said marital community's stock in this corporation.
- (c) In the event of a transfer of shares to a person or entity which is ineligible to be a shareholder, whether such transfer be voluntary, involuntary or by operation of law, all such shares shall be subject to redemption, and shall be redeemed in accordance with the procedure set forth in the By-Laws of the corporation.
- (d) If any director, officer, shareholder, agent or employee of this corporation becomes legally disqualified to practice radiology under the laws of the State of Washington, he shall immediately sever all employment with and financial interest in this corporation and his stock shall be subject to redemption in accordance with the procedures set forth in the By-Laws of the corporation.

#### ARTICLE IV. PRE-EMPTIVE RIGHTS

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation.

#### ARTICLE V. REGISTERED OFFICE AND AGENT

1. The location and post office address of the registered office of the corporation in this State shall be S.W. 602 Dawnview, Pullman, Washington 99163.
2. The name of the initial registered agent at such address is Charles E. Guess, M.D.

#### ARTICLE VI. CAPITAL STOCK

The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized	- 5,000
Total capital stock	- \$50,000
Par value	- \$10.00 per share

#### ARTICLE VII. PAID IN CAPITAL

The amount of paid in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE VIII. DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than one nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations, associations, firms

and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interest or by reasons of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the detail or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and binding as though ratified by every stockholder of the corporation.

5. The first Directors of this corporation shall be two in number and their post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
Charles E. Guess, M.D.	S.W. 602 Dawnview Pullman, Washington 99163
Thomas A. Lynch, M.D.	P.O. Box 483 Moscow, Idaho 83843

The term of the first Directors shall be until the first annual meeting of the stockholders of the corporation and until their successors are elected and qualified. The first annual meeting shall be held on December 4, 1973.

ARTICLE IX. INCORPORATORS

The names and post office addresses of each of the incorporators shall be as follows:

<u>Name</u>	<u>Post Office Address</u>
Charles E. Guess, M.D.	S.W. 602 Dawnview Pullman, Washington 99163
Thomas A. Lynch, M.D.	P.O. Box 483 Moscow, Idaho 83843

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in triplicate this 26<sup>th</sup> day of January, 1973.

Charles E. Guess, M.D.  
Thomas A. Lynch, M.D.

STATE OF WASHINGTON )  
County of Whitman ) ss.

On this day personally appeared before me CHARLES E. GUESS and THOMAS A. LYNCH, to me known to be the individuals described in and who executed the within and foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 26<sup>th</sup> day of January, 1973.

Joyce N. Jarboe  
Notary Public in and for the State  
of Washington, residing at Pullman