

**IDAHO PHYSICIAN ASSOCIATES, P.A.**

Dec 11 11 11 AM '97

**Articles of Amendment and Restatement**

SECRETARY OF STATE  
STATE OF IDAHO

*December 9, 1997*

**FILED**

1. Name of the corporation: **Idaho Physician Associates.**
2. The following amendments to the corporation's Articles of Incorporation, deleting Article II, modifying Article III and redesignating it as Article II, modifying Articles IV and V and redesignating them as Article III, deleting Articles VI and VII, and adding new Articles IV and V were adopted in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that the Articles of Incorporation of the Company are hereby amended and the Amended and Restated Articles of Incorporation of the Company, in the form attached as Exhibit A, are approved.

A copy of Exhibit A to the foregoing resolution is attached to this certificate.

3. The restatement contains amendments to the articles which require shareholder approval.

4. The date of adoption of the amendments by the shareholders was

*December 9, 1997.*

5. (a) The outstanding shares of the Company's capital stock consists of 14,500 shares of common stock. The number of shares entitled to vote on the amendments is 14,500, voting as a single voting group. No shares are entitled to vote as a separate voting group. The number of shares indisputably represented at the meeting was 14,500.

(b) The number of shares voting in favor of the amendments was 14,500 and the number of shares voting against the amendments was zero. The number of shares voting in favor of the amendments was a sufficient number for approval.

  
Michael P. Gibson, President

12/11/1997 09:00  
CK: 96289 CT: 7012 BH: 62700

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Dec 11 11 11 AM '97

OF

SECRETARY OF STATE  
STATE OF IDAHO

IDAHO PHYSICIAN ASSOCIATES, P.A.

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ARTICLE I. NAME

The name of this corporation is IDAHO PHYSICIAN ASSOCIATES, P.A.

ARTICLE II. PURPOSES

The purposes for which this corporation is formed are:

- (a) To render professional medical services and allied professional services.
- (b) To engage in such other activity or business as may be authorized or permitted by the Idaho Professional Service Corporation Act.

ARTICLE III. STOCK

- A. The Corporation is authorized to issue One Million Seven Hundred Fifty Thousand and One (1,750,001) shares of capital stock, consisting of one (1) share of Class A Voting Common Stock without par value and 1,750,000 shares of Class B Non-Voting Common Stock without par value.
- B. The shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. The share of Class A Voting Common Stock shall entitle the holder thereof to one vote on all matters submitted to the shareholders of the Corporation or on which shareholders are entitled to vote. The holders of Class B Non-Voting Common Stock shall not

be entitled to vote on a sale or transfer of shares of the common stock of the Corporation or on any other matters, except as otherwise required by law or as set forth in the Shareholders Agreement dated \_\_\_\_\_, 1997 between the Corporation and its shareholders.

C. Effective upon the filing of these Amended and Restated Articles of Incorporation with the Idaho Secretary of State, each share of the Corporation's capital stock outstanding immediately prior to such filing shall be converted into 100 shares of the Corporation's newly authorized Class B Non-Voting Common Stock; upon surrender of certificates representing shares of the Corporation's capital stock outstanding immediately prior to the filing of these Amended and Restated Articles of Incorporation, each holder of such shares shall be entitled to receive a new certificate or certificates representing 100 shares of Class B Non-Voting Common Stock for each share of capital stock previously held by such holder.

D. The shareholders of the Corporation shall have no preemptive rights to acquire or subscribe to shares of capital stock of the Corporation.

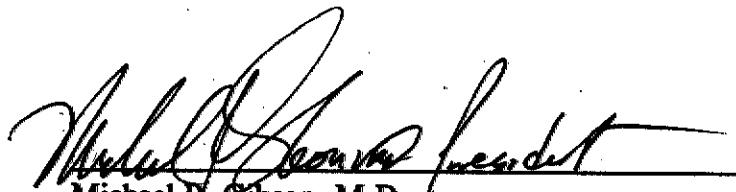
#### ARTICLE IV. LIABILITY


No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty or other conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

## ARTICLE V. INDEMNIFICATION

The Corporation may indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th  
day of December, 1997.

  
Michael P. Gibson, M.D.  
President

  
Thomas P. Goodell, M.D.  
Secretary