

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

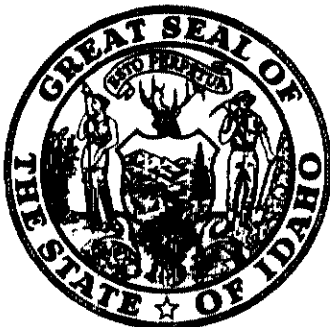
VALLEY ANESTHESIA, P.A.

File number C 106717

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 20, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

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SEC. OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
VALLEY ANESTHESIA, P.A.**

IDAHO SECRETARY OF STATE  
19940620 0900 85577 2  
BOX #: 22317 CUST# 20457  
CORP  
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# : C

KNOW ALL MEN BY THESE PRESENTS: The undersigned, acting as an incorporator of a corporation under the Idaho Professional Service Corporations Law and the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**Article I.**

**Name**

The name of the corporation is and shall be:

"Valley Anesthesia, P.A."

**Article II.**

**Purposes**

The purposes for which said corporation is formed and organized are:

- (a) To engage in and conduct the business of rendering professional services as physicians and surgeons, including any other or similar services to the public usually and customarily rendered by physicians and surgeons, authorized and licensed as such by the laws of the State of Idaho.
- (b) To invest funds for said corporation in any type of investment, including, but not limited to, real estate, mortgages, stocks and bonds.
- (c) To acquire, hold, lease, manage and maintain real and personal property necessary for the rendering of authorized professional services of such corporation.

**Article III.**

**Duration**

**Said corporation shall have perpetual existence.**

**Article IV.**

**Location of Registered Office and Agent**

**The address of the initial registered office of the corporation is 504 Main Street, Suite 444, Lewiston, Idaho, and the name of the registered agent at such address is Lyndal E. Stoutin, M.D.**

**Article V.**

**Capital Stock**

**The total number of shares of stock authorized and which may be issued by this corporation shall be one hundred thousand (100,000) shares of common stock, all of which shares are to be without par value.**

**Article VI.**

**Incorporator**

**The names and addresses of the incorporator is:**

**Robert P. Brown  
Clements, Brown & McNichols, P.A.  
Attorneys at Law  
321 13th Street  
Post Office Box 1510  
Lewiston, ID 83501**

## **Article VII.**

### **Directors**

The number of directors of the corporation shall be as, from time to time, specified in the Bylaws of the corporation. The number of directors constituting the initial board of directors of the corporation is three (3) and the name and address of the person who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

Randall N. Berg, M.D.  
1638 Ridgeview Drive  
Clarkston, WA 99403

Lyndal E. Stoutin, M.D.  
175 Hillcrest Road  
Lewiston, ID 83501

Larry P. Davis, M.D.  
3020 24th Street  
Clarkston, WA 99403

## **Article VIII.**

### **Shareholders**

Qualified shareholders of said corporation shall be limited to individuals duly licensed and/or otherwise legally authorized to render professional services to the public as physicians and surgeons as defined and prescribed by the laws of the State of Idaho.

## **Article IX.**

### **Transfer of Shares**

No shareholder of said corporation may sell, assign or transfer his shares in said corporation except to another individual who is eligible to be a shareholder of said

corporation, in accordance with these Articles of Incorporation, and any such sale, assignment or transfer may be made only after the same shall have been approved at a stockholder's meeting specially called for such purpose, by such proportion, not less than a majority of the outstanding stock, as may be provided in the Bylaws and regulations of said corporation appertaining to sale, assignment or transfer of shares of stock. Said corporation may provide further and additional restraints, restrictions or alienation of shares of its stock by its duly constituted Bylaws and amendments thereto, to be hereinafter adopted, and shall likewise be authorized to provide for the purchase or redemption by the corporation of its shares of stock, either from surplus funds or otherwise in accordance with the Bylaws of said corporation, provided that such purchase or redemption rights by the corporation of its shares not be invoked at a time or in a manner that would impair the capital of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of June, 1994.

  
ROBERT P. BROWN

STATE OF I D A H O )

: ss.

County of NEZ PERCE )

On this 17th day of June, 1994, before me the undersigned, a notary public in and for the State of Idaho, personally appeared ROBERT P. BROWN, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public in and for the State of Idaho

Residing at Juliaetta

My Commission Expires: 9/6/94