

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NATONI & LEWIS GENERAL DENTISTRY, P.A.

File number C 113145

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: December 26, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

Cara Sibley

Dec 26 10 26 AM '95
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
NATONI & LEWIS GENERAL DENTISTRY, P.A.**

The undersigned, each of whom is duly licensed to practice the profession of dentistry in the State of Idaho desire to form a professional corporation pursuant to the Idaho Business Corporation Act/Professional Service Corporations for the purpose of rendering general dentistry services, and hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is **NATONI & LEWIS GENERAL DENTISTRY, P.A.**

ARTICLE 2

PURPOSES AND POWERS

The purpose for which the corporation is formed is to engage in the general practice of dentistry.

In connection with the above mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire and own and dispose of real and personal property, and to do all other acts to the extent permitted under the Idaho Business Corporation Act,

ARTICLES OF INCORPORATION -1-

IDAHO SECRETARY OF STATE
DATE 12/21/1995 0900 24052

CK #: 4525 CUST# 28218

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codified at Idaho Code §30-1-1 et seq. and §30-1301 et seq..

ARTICLE 3

DURATION

The period of duration of the corporation is perpetual.

ARTICLE 4

REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office in the State of Idaho is 1221 Michigan, City of Sandpoint, County of Bonner, State of Idaho; and the name of its initial registered agent at such address is Marc L. Natoni, D.D.S..

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares. The total authorized number of shares shall be without par value. The corporation is authorized to issue only one class of stock. Stock shall be issued only to persons who are licensed to practice dentistry in the State of Idaho.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Address

Marc L. Natoni, D.D.S.

P. O. Box 490
7545 Martin Bay Road
Sagle, Idaho 83860

James B. Lewis, D.M.D.

529 Willow Drive
Sandpoint, Idaho 83864

ARTICLE 7

INCORPORATORS

The name and address of each incorporator is:

Name

Address

Marc L. Natoni, D.D.S.

P. O. Box 490
7545 Martin Bay Road
Sagle, Idaho 83860

James B. Lewis, D.M.D.

529 Willow Drive
Sandpoint, Idaho 83864

ARTICLE 8

RESTRICTIONS ON STOCK TRANSFER

No shareholder of this corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder of such professional service corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders meeting specifically called for such purpose, by not less than a majority of the outstanding stock. At such shareholders meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted. In addition to the restrictions contained in this paragraph, the following limitations set forth in this

Article 8 shall also apply to stock transfers.

No shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of his capital stock unless it shall first be offered to the corporation at a price no greater than a bonafide offer by any third person, which offer shall be open to the corporation for a period of one hundred ninety (190) days. In the event any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders in the same proportion as their respective stock interests, for a like price and for a similar period of time. Should any of the remaining stockholders decline to purchase his proportionate share of said stock during such period, that share shall be offered to the then remaining shareholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder at the price of the bonafide offer of the qualified third person. Notice of this restriction shall appear on all stock certificates.

If the corporation or stockholders dispute the purchase price of a bonafide offer, the purchase price shall be determined by appraisal. The cost and expense of the appraisal shall be borne equally by the selling and purchasing parties. If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions

of Idaho Code §7-901 et seq.. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.


The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the purchase price shall be paid with twenty (20%) percent down in cash within ten (10) days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty (30) days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

ARTICLE 9

REGULATION OF INTERNAL AFFAIRS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these Articles of Incorporation.

EXECUTED in duplicate on this 18 day of December, 1995.

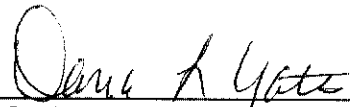

MARC L. NATONI, D.D.S.


JAMES B. LEWIS, D.M.D.

STATE OF IDAHO)
) ss.
County of Bonner)

On this 18th day of December, 1995, before me, a Notary Public in and for said State, personally appeared MARC L. NATONI, D.D.S. and JAMES B. LEWIS, D.M.D., known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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



NOTARY PUBLIC--State of Idaho
Residing at: Sandpoint
My Commission Expires: 8-5-98