

# State of Idaho

## Department of State.

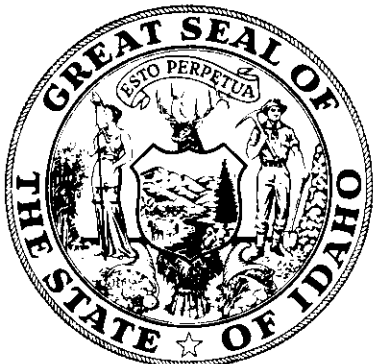
### CERTIFICATE OF AUTHORITY OF

ROBERT J. STEINBORG, M.D., P.S.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ROBERT J. STEINBORG, M.D., P.S. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ROBERT J. STEINBORG, M.D., P.S. to transact business in this State under the name ROBERT J. STEINBORG, M.D., P.S. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 16, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority for the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is ROBERT J. STEINBORG, M.D., P.S.
  
2. \*The name which it shall use in Idaho is ROBERT J. STEINBORG, M.D., P.S.
  
3. It is incorporated under the laws of Washington
  
4. The date of its incorporation is October 1, 1981 and the period of its duration is perpetual
  
5. The address of its principal office in the state or country under the laws of which it is incorporated is Tri-State Memorial Hospital, P.O. Box 151, 1221 Highland Ave., Clarkston, WA 99403
  
6. The address of its proposed registered office in Idaho is 307 St. John's Way, Lewiston, ID 83501, and the name of its proposed registered agent in Idaho at that address is Robert J. Steinborg, M.D.
  
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Rendering medical services through its duly licensed and legally authorized directors, officers, employees and agents
  
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert J. Steinborg</u>	<u>President, Vice President, Secretary, Treasurer and sole director</u>	<u>Tri-State Memorial Hospital P.O. Box 151 1221 Highland Ave. Clarkston, WA 99403</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>\$1.00</u>

(continued on reverse)



# MEMO



**STATE OF WASHINGTON**  
OFFICE OF SECRETARY OF STATE

RALPH MUNRO  
CORPORATIONS & TRADEMARKS DIVISION  
OLYMPIA WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED  
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS  
ON THE BACK OF LAST PAGE.

SF-79

2-314517-0  
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of ROBERT J. STEINBORG, M.D., P.S.

a domestic corporation of Clarkston, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Patrick B. Cerutti  
Underwood, Campbell, Brock, et al  
820 Lincoln Building  
Spokane, WA 99201

Filing and recording fee \$ \_\_\_\_\_  
License to June 30, 19 \_\_\_\_\_ \$ \_\_\_\_\_  
Excess pages @ 25c \$ \_\_\_\_\_

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

October 1, 1981

Microfilmed, Roll No. 1597

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OCT 1 1981

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
ROBERT J. STEINBORG, M.D., P.S.

KNOW ALL MEN BY THESE PRESENTS that ROBERT J. STEINBORG, M.D., being the age of eighteen (18) years or more, and being duly licensed or otherwise legally authorized to render medical services in the State of Washington, does hereby form a professional service corporation under the laws of the State of Washington and does hereby adopt in duplicate the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be Robert J. Steinborg, M.D., P.S.

ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of rendering medical services through its duly licensed and legally authorized directors, officers, employees, and agents. This Corporation shall have the power to do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes of this Corporation, including the power to invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance, or any other type of investment which, in the judgment of the Board of Directors, will directly or indirectly promote the welfare and interests of this Corporation. This Corporation shall further have all of the powers granted by the Washington Professional Service Corporation Act, Chapter 18.100 R.C.W., or any substitute therefor or amendment thereto and, except to the extent in conflict with Chapter 18.100 R.C.W., it shall have all of the powers granted by the Washington Business Corporation Act, Title 23A R.C.W., or any substitute therefor or amendment thereto.

## ARTICLE IV

### Stock

Section 4.1 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is Fifty Thousand (50,000) shares of common stock of the par value of One and no/100 (\$1.00) Dollar per share.

Section 4.2 Preemptive Rights. The shareholders of this Corporation shall have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.3 Qualification of Shareholders. This Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services in the State of Washington as those for which this Corporation is incorporated.

Section 4.4 Restriction on Transfer of Stock. No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the certificates of stock representing the same or of any interest therein, without first complying with such conditions and restrictions as may be provided in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein. In no event shall any shareholder of this Corporation sell or transfer any of the shares of this Corporation except to another individual who is duly licensed or otherwise legally authorized to render the same specific professional services in the State of Washington as those for which this Corporation is incorporated.

Section 4.5 Stock Redemption or Cancellation. Each of the shareholders of this Corporation shall provide for a redemption or cancellation of all shares which are transferred to any person or entity ineligible to be a shareholder of this Corporation, whether such transfer be voluntary, involuntary, or by operation of law. This Corporation shall have the right to purchase its own shares to the extent permitted by R.C.W. 23A.08.030, including the right to make such purchases to the extent of unreserved and unrestricted capital surplus available therefor.

Section 4.6 Voting Trust. No shareholder of this Corporation shall enter into a 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 the stock of such shareholder.

ARTICLE V

Directors

Section 5.1 Number of Directors. The number of directors of this Corporation shall be as provided in the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.2 Initial Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders of this Corporation or until the election and qualification of said director's successor is:

<u>Name</u>	<u>Address</u>
Robert J. Steinborg, M.D.	Tri-State Memorial Hospital P.O. Box 151 1221 Highland Avenue Clarkston, WA 99403

Section 5.3 Qualification of Directors. All of the directors of this Corporation must be duly licensed or otherwise legally authorized to render the same specific professional services in the State of Washington as those for which this Corporation is incorporated.

Section 5.4 Powers of Directors. The business and affairs of this Corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of Washington or these Articles of Incorporation. The power to alter, amend, or repeal the Bylaws of this Corporation or to adopt new Bylaws shall be vested in the Board of Directors, subject to



the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

ARTICLE VI

Legal Disqualification

If any director, officer, shareholder, agent, or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services in the State of Washington, such person shall forthwith sever all employment with, and financial interest in, this Corporation.

ARTICLE VII

Registered Office and Agent

The address of the initial registered office of this Corporation is Tri-State Memorial Hospital, P.O. Box 151, 1221 Highland Avenue, Clarkston, Washington 99403, and the name of the initial registered agent of this Corporation at such address is Robert J. Steinborg, M.D.

ARTICLE VIII

Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert J. Steinborg, M.D.	Tri-State Memorial Hospital P.O. Box 151 1221 Highland Avenue Clarkston, WA 99403

ARTICLE IX

Ratification by Shareholders

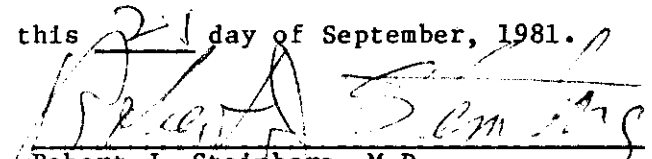
Any contract, transaction, or act of this Corporation or of the director or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any annual meeting or at any special meeting shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

ARTICLE X

Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

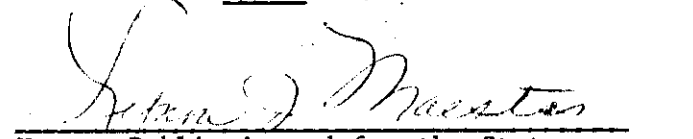
IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set said incorporator's hand in duplicate this 21 day of September, 1981.

  
Robert J. Steinborg, M.D.

STATE OF Idaho )  
County of Myrbee ) ss.

On this day before me personally appeared ROBERT J. STEINBORG, M.D., to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 25th day of September, 1981.

  
Notary Public in and for the State  
of Idaho, residing at Coitton