

# State of Idaho

## Department of State.

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merger of \_\_\_\_\_

BRUCE J. CERNY, N.D., P.C., a Montana corporation

into BRUCE J. CERNY, N.D., P.A., an Idaho corporation,

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

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated August 15, 19 83.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF MERGER

AUG 15 3 21 PM '83

SECRETARY OF STATE

TO: The Secretary of State of the State of Idaho and the  
State of Montana

The undersigned corporations, pursuant to Section 30-1-71, et seq., of the Idaho Business Corporation Act and Section 35-1-801, et seq., of the Montana Business Corporation Act, hereby execute in duplicate the following Articles of Merger:

1. The Plan of Merger is set out in the attached schedule.
2. The name of the Surviving Corporation shall be BRUCE J. CERNY, M.D., P.A.
3. As to each of the undersigned corporations, the number of shares outstanding, all such shares being common stock of one class, entitled to vote on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote</u>
BRUCE J. CERNY, M.D., P.A.	500
BRUCE J. CERNY, M.D., P.C.	1,000

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
BRUCE J. CERNY, M.D., P.A.	500	500
BRUCE J. CERNY, M.D., P.C.	1,000	1,000

DATED this 1st day of August, 1983.

BRUCE J. CERNY, M.D., P.A.

By Bruce J. Cerny, M.D., P.A.  
President

By Lisa V. Cerny  
Secretary

BRUCE J. CERNY, M.D., P.C.

By Bruce J. Cerny, M.D., P.C.  
President

By Lisa V. Cerny  
Secretary

STATE OF IDAHO           )  
                                  : ss  
County of Nez Perce    )

BRUCE J. CERNY, M.D., being first duly sworn on oath, deposes and says: That he is the President of BRUCE J. CERNY, M.D., P.A., the corporation executing the foregoing Articles of Merger; that he has read the above and foregoing Articles of Merger, knows the contents thereof and believes the same to be true and correct.

Bruce J. Cerny, M.D.  
BRUCE J. CERNY, M.D.

SUBSCRIBED AND SWORN to before me this 1st day of August, 1983.

Arthur J. Cooper  
Notary Public in and for the State  
of Idaho, residing at Lewiston

My Commission Expires Nov., 1986

STATE OF IDAHO            )  
                                  :SS  
County of Nez Perce    )

BRUCE J. CERNY, M.D., being first duly sworn on oath, deposes and says: That he is the President of BRUCE J. CERNY, M.D., P.C., the corporation executing the foregoing Articles of Merger; that he has read the above and foregoing Articles of Merger, knows the contents thereof and believes the same to be true and correct.

Bruce J. Cerny, M.D.  
BRUCE J. CERNY, M.D.

SUBSCRIBED AND SWORN to before me this 1<sup>st</sup> day of August, 1983.

Arthur J. Cooper  
Notary Public in and for the State  
of Idaho, residing at Lewiston

My Commission Expires November 1984

PLAN OF MERGER

PLAN OF MERGER, dated the ~~1st~~ day of August, 1983, between BRUCE J. CERNY, M.D., P.A., an Idaho corporation, herein sometimes referred to as the "Surviving Corporation", and BRUCE J. CERNY, M.D., P.C., a Montana corporation.

WHEREAS, BRUCE J. CERNY, M.D., P.A. is a corporation organized and existing under and by virtue of the laws of the state of Idaho and having an authorized capitalization as follows: fifty thousand (50,000) shares of common stock, without par value, of which five hundred (500) shares are presently outstanding, and

WHEREAS, BRUCE J. CERNY, M.D., P.C. is a corporation organized and existing under and by virtue of the laws of the state of Montana and having an authorized capitalization as follows: fifty thousand (50,000) shares of common stock, without par value, of which one thousand (1,000) shares are presently outstanding, and

WHEREAS, the Board of Directors of BRUCE J. CERNY, M.D., P.A. and BRUCE J. CERNY, M.D., P.C., the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that BRUCE J. CERNY, M.D., P.C. be merged into BRUCE J. CERNY, M.D., P.A.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by BRUCE J. CERNY, M.D., P.C., merging into and with BRUCE J. CERNY, M.D., P.A., the Surviving Corporation, which shall survive the merger, pursuant to the provisions of Section 30-1-71, et seq., of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of BRUCE J. CERNY, M.D., P.C., shall cease and the Surviving Corporation shall become the owner, without other

transfer of all the rights and property of the merged corporations, and the Surviving Corporation shall become subject to all debts and liabilities of the merging corporations in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be BRUCE J. CERNY, M.D., P.A. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of Directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation.

3. The Articles of Incorporation of BRUCE J. CERNY, M.D., P.A., shall remain the same and in no way be affected or changed because of said merger.

4. The Bylaws of BRUCE J. CERNY, M.D., P.A., shall remain the same and in no way be affected or changed because of said merger.

5. The name and address of the person who shall constitute the Board of Directors of the Surviving Corporation and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation is as follows:

<u>Name</u>	<u>Address</u>
Bruce J. Cerny, M.D.	St. Joseph's Hospital 415 Sixth Street Lewiston, Idaho 83501

6. All shares of stock of BRUCE J. CERNY, M.D., P.C., shall be cancelled upon the merger. After the effective date of the merger, holders of certificates of common stock in BRUCE J. CERNY, M.D., P.C., shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require.

7. Neither BRUCE J. CERNY, M.D., P.C., nor BRUCE J. CERNY, M.D., P.A., the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity

or transaction other than in the ordinary course of business, except as contemplated by this Plan.

8. This merger plan shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the states of Idaho and Montana. After approval by the vote of the holders of not less than two-thirds (2/3) of the issued and outstanding shares of each corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the states of Idaho and Montana, the merger being effective when the Articles of Merger are filed in the office of the Secretary of State of the State of Idaho and said Secretary of State issues his Certificate of Merger hereto.

9. The Directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized this 1st day of August, 1983.

BRUCE J. CERNY, M.D., P.A.

BRUCE J. CERNY, M.D., P.C.

By Bruce J. Cerny, M.D.  
President

By Bruce J. Cerny, M.D.  
President

By Lisa V. Cerny  
Secretary

By Lisa V. Cerny  
Secretary

"Surviving Corporation"

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