

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

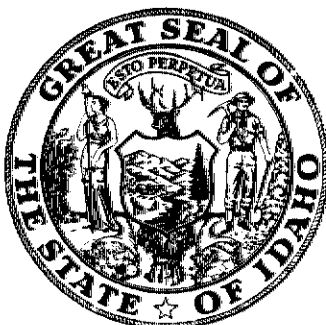
ST. JOE ANIMAL CLINIC P.C.

File number C 118698

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: March 18, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelly J. Clark*

ARTICLES OF INCORPORATION

EXPEDITE C 18 20.00 = 20.00

CORP 18 100.00 = 100.00

OK #: 67935 CUST# 20168

74126 0900

DATE 03/18/1997

IDAHO SECRETARY OF STATE

OF

ST. JOE ANIMAL CLINIC P.C.

MAR 18 10 35 AM '97

SECRETARY OF STATE
STAMP FILED

The undersigned, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:


- FIRST:** The name of the corporation is ST. JOE ANIMAL CLINIC P.C.
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose for which the corporation is organized is to render professional services in the area of veterinary medicine.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$.01 per share.
- FIFTH:** No stockholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a stockholder of the corporation pursuant to the provisions of the Idaho Professional Service Corporation Act, as amended, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as provided in these articles of incorporation. At such stockholder's meeting the shares of stock held by the stockholder 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. The corporation's board of directors are authorized to adopt by-laws containing additional restraints on the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.
- SIXTH:** The address of the initial registered office of the corporation is 408 Main Avenue, St. Maries, Idaho 83861 and the name of its initial registered agent at such address is Robert L. White, DVM.
- SEVENTH:** The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Robert L. White, DVM	408 Main Avenue St. Maries, Idaho 83861
Heather Flaherty, DVM	HC01 P.O. Box 199A St. Maries, Idaho 83861

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert L. White, DVM	408 Main Avenue St. Maries, Idaho 83861

Dated March 13, 1997


 Robert L. White, DVM
 Incorporator

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