

ARTICLES OF INCORPORATION
OF
VICTOR VETERINARY HOSPITAL, P.A.

FILED
98 JAN 26 AM 10:42
CLERK OF DISTRICT CLERK
STATE OF IDAHO

The undersigned, being a duly licensed Doctor of Veterinarian Medicine, qualified to practice medicine pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be Victor Veterinary Hospital, P.A..

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purposes for which said Corporation is formed are:

a. To carry on the professional practice of Veterinary Medicine, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice Veterinary Medicine.

b. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Professional Corporation Act and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

IDAHO SECRETARY OF STATE

01/26/1998 09:00
CK: 10475 CT: 2367 BH: 76043

1 @ 100.00 = 100.00 CORP

ARTICLE IV

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

C 122561

ARTICLE V

The address of the Corporation's initial registered office shall be 255 South Agate Avenue, Victor, Idaho 83455, and the name of its initial registered agent at such address is Jocelyn McCandless.

ARTICLE VI

The name and address of each incorporator are:

Jocelyn McCandless
P.O. Box 530
Victor, Idaho 83455

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is one 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 shall qualify are:

Jocelyn McCandless
P.O. Box 530
Victor, Idaho 83455

ARTICLE VIII

The Corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the *Idaho Code*, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

ARTICLE IX

The Corporation elects to have preemptive rights.

ARTICLE X

a. Except as provided in sections b and d of this Article X, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

b. This Corporation is not entitled to vote treasury shares. The shares of this Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

c. Section b. of this Article X does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

d. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of shares.

ARTICLE XI

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnifications rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

ARTICLE XII

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-833, Idaho Code; or (iv) an intentional violation of criminal law.

Dated: 1/21/18



Jocelyn McCandless, Incorporator

G:\WPDATA\CAH2653\VICT1217.ART-las/jht