

ARTICLES OF INCORPORATION

OF

MICHAEL R. MERCY, M.D., P.A.

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the incorporator of MICHAEL R. MERCY, M.D., P.A., an Idaho professional corporation ("Corporation"), under and pursuant to the provisions of the professional corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, does adopt the following Articles of Incorporation:

**FIRST**

The name of the corporation is Michael R. Mercy, M.D., P.A.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose and objects for which the corporation is formed are as follows:

(a) This corporation is formed and organized for the sole and specific purpose of rendering professional medical services to the public by and at the direction of persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of medicine and such other allied professional services and business as allowed under the Professional Service Corporation Act of the State of Idaho. The corporation shall carry on the practice of medicine and render professional medical services and related ancillary services only through or at the direction of its officers, employees and agents who are duly licensed or otherwise legally authorized to render or direct such professional services within the State of Idaho.

(b) This corporation may not engage in any business other than the rendering of professional services as herein set forth; provided, however, that this corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks, bonds or any other types of investments, and own real or personal property necessary for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of this corporation, said officers and directors shall be, and hereby are authorized to do the following acts in the name of, and on behalf of, this corporation:

(1) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon professional service corporations organized under the Professional Service Corporation Act of the State of Idaho, or

under any act amendatory thereof, or supplemental thereto, or substituted therefore;

(2) To render professional services as licensed physicians and such other allied professional services as allowed under the Professional Service Corporation Act of the State of Idaho through its officers, employees and agents only, and only by said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional services within the State of Idaho; provided, that any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Idaho or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this corporation forthwith, and shall return any capital stock of this corporation held by such individual to the treasury of the corporation, to be canceled or otherwise disposed of by this corporation in accordance with the provisions hereof and the Bylaws of this corporation.

(3) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however:

i) That this corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of this corporation;

ii) That the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

iii) No capital stock of this corporation may be issued or transferred to anyone other than an individual who is duly licensed under the laws of the State of Idaho to practice medicine as a licensed physician and who is eligible to be a shareholder of a corporation under the provisions of the Internal Revenue Code and related regulations governing Subchapter S corporations; and provided, further, that any common capital stock of this corporation may not be voted by any person who is not at the time of such vote a licensed physician in good standing under the laws of the State of Idaho;

iv) Subject to the provisions of the Professional Service Corporation Act of the State of Idaho, and any similar limitations contained in these Articles of Incorporation, the officers and directors of this corporation shall be, and hereby are, authorized to transact any and all lawful business for which the corporation may transact as allowed under the Idaho Business Corporation Act.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a professional corporation formed under the Professional Service Corporation Act of the State of Idaho, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

#### **FOURTH**

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) with a par value of One Dollar (\$1.00) per share. The following limitations shall apply regarding the issuance, ownership, transfer and voting of the capital stock of the corporation:

(a) The capital stock of the corporation may only be issued to individuals who are duly licensed physicians legally authorized and in good standing to practice medicine within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution or by other legal fashion to any person, firm or other individual or organization, who is at the time not both a licensed physician or otherwise legally authorized to practice medicine under the laws of the State of Idaho, shall be transferred to this corporation and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the Bylaws of this corporation and any agreements between and among the other shareholders and this corporation. Notwithstanding the foregoing, if the corporation has only one (1) shareholder, and that shareholder becomes disqualified under section 30-1309, Idaho Code, or dies, the disqualified shareholder or the personal representative of the deceased shareholder may, notwithstanding other provisions of these Articles of Incorporation, exercise the voting rights of the outstanding shares only for the purpose of dissolving the corporation pursuant to sections 30-1-1401 et seq., Idaho Code, consolidating or merging the corporation pursuant to section 30-1312, Idaho Code, or converting the corporation to a corporation for profit under the Idaho Entity Transactions Act, Chapter 18, Title 30, Idaho Code or, if excluded by said act, pursuant to Section 30-18-110, Idaho Code, under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

(c) No voting trust, agreement, or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual who is licensed to practice medicine under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual shareholder, as herein provided, shall become disqualified to render professional services within the State of Idaho, or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such services, then the common stock of this corporation owned by said individual shall be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the Bylaws of this corporation and any agreements between and among the other shareholders and this corporation.

(e) A shareholder of any of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a shareholder of this corporation in accordance with the provisions hereof, and only after such sale or transfer shall have been approved at a shareholders' meeting, specifically called for that purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the shareholder proposing to sell or transfer such shares in the counting of the votes for any purpose of such meeting, unless all shareholders and all shares of stock vote in favor of a consent that such stock of the transferring shareholder be so voted.

(f) The shareholders shall have the power to include in the Bylaws, adopted by a two-thirds majority vote of all shareholders, any regulation or restriction governing the sale, transfer, call or other disposition of the corporation's outstanding stock.

#### **FIFTH**

(a) No person who is not a shareholder may serve as a director of this corporation.

(b) No person who is not a shareholder may serve as a general officer of this corporation unless there is only one (1) shareholder in which case the secretary of the corporation may be a non-shareholder. The offices of president and secretary shall not be filled by the same person.

#### **SIXTH**

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Professional Service Corporation Act of the State of Idaho and the Idaho Business Corporation Act.

#### **SEVENTH**

The name of the initial registered agent of the Corporation is Givens Pursley Corporate Services LLC. The address of the Registered Agent is 601 W Bannock Boise, ID 83702.

### EIGHTH

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

Name

Address

Michael R. Mercy, M.D.

5724 North Dalspring Avenue  
Boise, ID 83713-1316

### NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a two-thirds (2/3) vote of the shareholders.

### TENTH

The name and address of the incorporator is:

Name

Address

Patrick J. Miller

601 West Bannock  
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of December 2009.

  
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Patrick J. Miller, Incorporator