

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

STEPHEN J. CHEYNE, M.D., P.A.

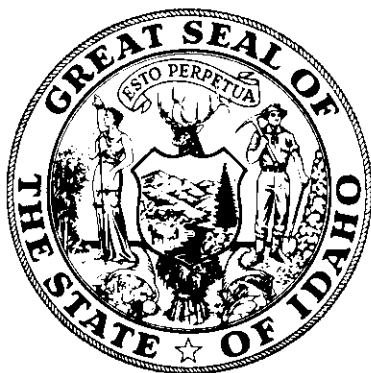
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

STEPHEN J. CHEYNE, M.D., P.A.

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: **October 1, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

STEPHEN J. CHEYNE, M.D., P.A.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Professional Service Corporations Act, adopts the following articles of incorporation:

**ARTICLE ONE.** Name. The name of the corporation is STEPHEN J. CHEYNE, M.D., P.A.

**ARTICLE TWO.** Purposes. The purposes for which this corporation is formed are:

a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not prohibited by the laws of the State of Idaho or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Idaho.

**ARTICLE THREE.** Duration. The period of duration of the corporation is perpetual.

**ARTICLE FOUR.** Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 40 South 4th East, City of St. Anthony, County of Fremont, Idaho 83445. The name of the corporation's initial registered agent at such address is Stephen J. Cheyne.

**ARTICLE FIVE.** The total authorized number of par value shares of stock is 100. The aggregate par value of the total authorized number of shares is One Hundred Dollars (\$100).

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500), and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

**ARTICLE SIX.** Preemptive rights. The shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

**ARTICLE SEVEN.** Directors. The first director of the corporation shall be one in number and his name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen J. Cheyne	40 S. 4th E. St. Anthony, ID 83445

The first director shall serve until the first annual meeting of shareholders or until his successor is elected and qualified.

**ARTICLE EIGHT.** Incorporators. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen J. Cheyne	40 S. 4th E. St. Anthony, ID 83445

**ARTICLE NINE.** Additional Provisions.

(1) The director of this corporation need not be a resident of the State of Idaho or shareholder of the corporation.

(2) The Board of Directors shall have authority to fix the compensation of the director.

(3) The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such By-laws.

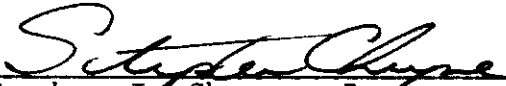
(4) No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors, or officers of such other trust, organization or corporation.

(5) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

(6) Any director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

**ARTICLE TEN.** The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on shareholders and directors are subject to this reserved power.

Executed in triplicate on September 28, 1984.

  
\_\_\_\_\_  
Stephen J. Cheyne, Incorporator