



ARTICLES OF INCORPORATION

(Professional Service Corporation)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

FILED EFFECTIVE

2017 APR 27 AM 8:52

SECRETARY OF STATE
STATE OF IDAHO

This professional business corporation is a **benefit corporation**.
(Check if applicable pursuant to Title 30, Chapter 20, Idaho Code)

Article 1: The name of the professional corporation shall be:

Adair Veterinary Center, PC

Article 2: The corporation is organized for the practice of the profession(s) of:

Veterinary Medicine

(See instructions for accepted professions)

Article 3: The number of shares the corporation is authorized to issue: 1,000

Article 4: Registered agent name and address:

Unisearch, Inc. 921 South Orchard Street, Suite G, Boise, ID 83705

(Name)

(Address)

Article 5: Incorporator name and address:

Douglas C. Alexander, II PO Box 470, Salem, Oregon 97308

(Name)

(Address)

Article 6: The mailing address of the corporation shall be:

PO Box 2207, Soldotna, AK 99669

(Address)

Optional Articles (director names and addresses, for example):

See attached.

Signature of at least one incorporator:

Printed Name: Douglas C. Alexander, II

Signature:

Printed Name: _____

Signature: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

04/27/2017 05:00

CK:49594 CT:88680 BH:1581282

LG 100.00 = 100.00 CORP #2

C2131008

7. Shareholder

The name and street address of the original shareholder is as follows:

NAME	ADDRESS
Deborah M. Peale, DVM	41439 Burgess Avenue East Soldotna, AK 99669

8. Director

The name and street address of the original Director is as follows:

NAME	ADDRESS
Deborah M. Peale, DVM	41439 Burgess Avenue East Soldotna, AK 99669

9. Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director or officer, or as a fiduciary of any employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

10. Liability of Directors

The Directors of the Corporation shall not have any personal liability to the Corporation or its shareholders for monetary damages for conduct as a Director; provided that this article shall not limit or eliminate the liability of a Director for any of the following:

- 10.1** Any break of the Director's duty of loyalty to the Corporation or its shareholders;
- 10.2** Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- 10.3** Any unlawful distribution made in violation of the Idaho Business Corporation Act or a successor statute (the "*Act*") or the Articles of Incorporation to the extent that the distribution exceeds what could have been distributed without violating either the Act or the Articles of Incorporation; or
- 10.4** Any transaction from which the Director derived an improper personal benefit.