

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

VALLEY EAR, NOSE, AND THROAT GROUP, P.A.

was filed in the office of the Secretary of State on the 27th day of December A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ recorded on ~~Film No. micro-~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual existence~~ from the date hereof, with its registered office in this State located at

Lewiston in the County of ~~Nex~~ Perce

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 27th day of December , A.D., 1976 .

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

VALLEY EAR, NOSE AND THROAT GROUP, P.A.

We, Daniel R. Miller and Colin S. Doyle of Lewiston, Nez Perce County, Idaho, being citizens of the United States, natural persons competent to contract and Doctors of Medicine, duly licensed to render services as such under the laws of the State of Idaho, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapters 1 and 13 of Title 30, Idaho Code, and acts supplemental thereto and amendatory thereof, and do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

(Name)

The name of this corporation shall be "VALLEY EAR, NOSE AND THROAT GROUP, P.A."

ARTICLE II

(Term)

The term of the existence of this corporation shall be perpetual.

ARTICLE III

(Purposes)

The corporation's purposes are:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Idaho, is authorized to render, but 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 medicine therein.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these articles of incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other domestic corporations, or firms or individuals, to carry on any lawful pursuit necessary or incidental to accomplishment of the purposes or the attainment of the objects or the furtherance of any purposes or objects of this corporation.

(d) The foregoing paragraphs shall be construed as enumerating both the objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of its specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

(Capital Stock)

The total authorized capital stock of this corporation is Twenty-five Thousand Dollars (\$25,000.00) divided into two hundred fifty (250) shares of common stock with the par value of One Hundred Dollars (\$100.00) per share. It may be issued by the corporation from time to time for such considerations as services, money or property, real or personal, as may be fixed from time to time by the board of directors thereof. The stock of this corporation shall be nonassessable. None of the shares of this corporation shall be issued to anyone other than an individual duly licensed to practice medicine in the State of Idaho.

ARTICLE V

(Office)

The place where the principal office of this corporation shall be maintained, and its principal place of business is 3316 Fourth Street, Nez Perce County, Idaho 83501, which shall be the registered address of this corporation in the State of Idaho. The Board of Directors may from time to time move the principal office of the corporation to any other

address in Idaho. The corporation may maintain offices and transact business in any other state in the United States when authorized by the laws of such state so to do.

ARTICLE VI

(Incorporators)

The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Daniel R. Miller	321 Skyline Drive, Lewiston, Idaho 83501	1
Colin S. Doyle	1712 Burrell Drive, Lewiston, Idaho 83501	1

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of bylaws and the completion of the organization of the corporation.

ARTICLE VII

(Directors)

The number of directors of this corporation shall be not less than two (2) and not more than five (5), and the number, qualifications and term of office, manner of election, time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the bylaws.

ARTICLE VIII

(Voting Trusts)

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX

(Contracts)

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is

interested in, or is director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE X

(Restraint on Alienation of Shares)

The shareholders of this corporation shall have the power to include in the bylaws adopted by a two-thirds majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The manner and form, as well as relevant terms, conditions and details thereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting especially called for such purpose, by such proportion, not less than a majority of the outstanding stock as may be provided in the bylaws. At such shareholders meeting the shares of stock held by the shareholder purporting to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent to such stock being voted. If any shareholder becomes legally disqualified to practice medicine in the State of

Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XI

(Additional Corporate Powers)

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interests, or cooperation, joint venture or otherwise, with any person, firm or corporation and to carry on any business which this corporation has the direct or incidental authority to pursue.
- (b) To deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.
- (c) At its option, to purchase and acquire any or all of its shares, owned and held by such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, that capital of this corporation is not impaired.
- (d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.
- (e) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XII

(Amendment)

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 23rd day of December, 1976.

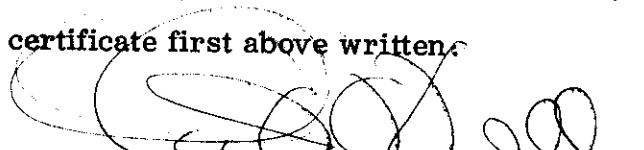

DANIEL R. MILLER

COLIN S. DOYLE

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 23rd day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared DANIEL R. MILLER and COLIN S. DOYLE, known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for said State,
residing at Lewiston therein.

(SEAL)