

93432/104941

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WESTERN PSYCHIATRICS ASSOCIATES, CHARTERED

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 the above named corporation, 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 02, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabeth Babala*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

WESTERN PSYCHIATRICS ASSOCIATES, CHARTERED

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act") and the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is WESTERN PSYCHIATRICS ASSOCIATES, CHARTERED.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are to render professional services performed by psychiatrists and any and all services ancillary thereto, 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 psychiatry; to do everything necessary, proper, advisable or convenient, for the conduct of such business; and to do all other things thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall not engage in any business other than rendering the aforementioned services, provided, however, that the Corporation may own real and personal property necessary or appropriate for rendering the type of professional service for which it is organized; may invest its funds in real estate, mortgages, stock, bonds and any other type of investment; and may enter into contracts, appoint agents, borrow money, incur indebtedness, and do any and all other lawful things necessary or proper to the transaction of the affairs and purposes of the Corporation.

Section 3. The Corporation shall have and may exercise all powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, and all such powers necessary or convenient to effect its purposes, including

but not limited to the statutory powers specified in Idaho Code §§ 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number and Par Value. The aggregate number of shares of common stock which the Corporation shall have authority to issue is one thousand (1,000) shares. The aggregate par value of said shares is \$1,000, and the par value of each share is \$1.00.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. Except to the extent provided in § 30-1306, Idaho Code, the private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 5. Restriction on Transfer of Shares. No shareholder of the Corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specially called for such purpose, by a majority of the outstanding stock of the Corporation. At such shareholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purposes.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first

offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 1000 N. Curtis Road, Suite 301, Boise, Idaho 83706, and the name of its initial registered agent is W. Terry Gipson, M.D.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. 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 as Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
W. Terry Gipson, M.D.	1000 N. Curtis Road Suite 301 Boise, Idaho 83706

ARTICLE VIII. INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
Richard F. Goodson	P.O. Box 1617 Boise, Idaho 83701

DATED this 2ND day of October, 1990.

Richard F. Goodson
Richard F. Goodson
Incorporator