

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

AMERICAN HEALTH CREDIT PLAN OF IDAHO, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **December** A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **113** 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

Pocatello

in the County of

Bannock

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., 19**60**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
AMERICAN HEALTH CREDIT PLAN OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned all of whom are bona fide residents and citizens of the United States of America, over legal age and the majority of whom are bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the Corporation shall be:
American Health Credit Plan of Idaho, Inc.

II.

The duration of the time for which this Corporation shall exist is to be perpetual.

III.

The location and Post Office Address of its registered office in this State is, Box 1521, 118 South Main St., Pocatello, Idaho.

IV.

Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which the said Corporation is formed is as follows, to-wit:

To provide a health expense credit card service for individuals and groups in this State as a licensee of American Health Credit Plan, Inc., and to charge for such services; to provide a budget-type repayment plan for such credit card holders. To buy, sell and hold for profit, real, personal and mixed property and choses in action. To improve, manage, develop, assign, sell, transfer, lease, mortgage, pledge and otherwise handle and dispose of or turn to account or deal with all or any part of the property of the

Corporation and from time to time to vary any investment or employment of the capital of the Company. To borrow money and to make and issue notes, bonds, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and management contracts of every kind and description. To do every other act or acts, thing or things, incidental or pertinent to, or growing out of, or connected with, the aforesaid business or powers, or any part or parts thereof, provided the same is not inconsistent with the laws under which this Corporation is organized.

V.

1. To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Idaho or any other State, territory or country.

2. To purchase, hold, assign, transfer, mortgage, pledge, or otherwise dispose of, any bonds or other securities or evidences of indebtedness created or issued by any Corporation or corporations, association or associations, of the State of Idaho, or of any other State, Territory or Country, and while owner thereof, to exercise all the rights, powers and privileges of ownership.

3. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, associations, or association, of the State of Idaho, or of any other State, territory, or country; and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

4. To aid in any manner any Corporation or association of which any bonds or other securities or evidences of

indebtedness or stock are held by the Corporation; and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

5. To acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of its business.

The business or purpose of the Corporation is from time to time to do any one or more of the acts and things herein set forth.

The Corporation shall have power to conduct its business in other states and in foreign countries, and to hold, purchase, mortgage and convey real and personal property out of this State.

VI.

To buy or otherwise, acquire, own, manage, and control real and personal property of every description, including its own stock, and stock in any other corporations and to sell and convey mortgage, pledge, lease, or otherwise dispose of such property, or any part thereof.

To borrow money, issue bonds, debentures, and other obligations of the Corporation, and to secure the same by mortgage or deed of trust, or otherwise, on any or all of the real estate and personal property of the Corporation, and to carry on any other lawful business which may seem to the Board of Directors capable of being conveniently carried on in any connection with the above purposes, or calculated directly or indirectly to enhance the value or render profitable any of the Corporation property or rights.

VII.

The amount of capital stock shall be \$500,000.00 Five Hundred Thousand and no/100-----Dollars, to consist of 500,000.00 shares of common stock of the par value of \$1.00, One and no/100-----Dollars, per share.

VIII.

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal; and amend the by-laws and adopt new by-laws for this association. This power may be revoked by a two-thirds majority of the allotted units of this association at any regular meeting of the holders at any meeting specially called for that purpose. By-laws made by the Directors under power so conferred may be altered or repealed either by a two-thirds of the allotted units. The Board of Directors shall not make or alter any By-Law fixing their qualifications, classification, term of office, or compensation; and whenever any amendment or by-law is adopted, it shall be recorded in the Book of By-Laws immediately after them, and shall not take effect until so recorded.

IX.

The business of the Corporation shall be managed by a Board of Directors consisting of at least three members. The qualifications, terms 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 By-laws. After the first meeting of the Board of Directors, meetings may be held within or without the State of Idaho, at the discretion of the Board of Directors and a director need not be a shareholder in the said Corporation.

The names and Post Office Addresses of the Directors until the first annual meeting of the stockholders, are as follows, to-wit:

<u>Name</u>	<u>Address</u>
M.F. Rigby, M.D.	Rexburg, Idaho
Aldon Tall, M.D.	Rigby, Idaho
W.W. Heyrend, D.M.D.	1415 Benton St. Idaho Falls, Idaho
Clarence Ray Rhodehouse	Route #2, St. Anthony, Idaho
Robert W. Bennett	P.O. Box 1521, Pocatello, Idaho.

X.

The names and addresses of each subscriber of this certificate of incorporation and the number of shares which he wished to take are as follows:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
M.F. Rigby, M.D.	5	Rexburg, Idaho
Aldon Tall, M.D.	5	Rigby, Idaho
W.W. Heyrend, D.M.D.	5	1415 Benton St., Idaho Falls, Idaho
Clarence Ray Rhodehouse	5	Route #2, St. Anthony, Idaho
Robert W. Bennett		P.O. Box 1521, Pocatello, Idaho
Clint Joines	5	252 Quinn Road, Pocatello, Idaho

IN WITNESS WHEREOF, the said incorporators have here-
unto set their hands and seals this day of December,
1960.

M.F. Rigby, M.D.
Clarence Ray Rhodehouse
Aldon Tall, M.D.
W.W. Heyrend, D.M.D.
Robert Jensen
Robert Jensen

STATE OF IDAHO)
 Madison ss.
COUNTY OF BANNOCK)

On this 20th day of December, 1960, before, me the undersigned, a Notary Public in and for the said County and State, personally appeared, M.F. Rigby, M.D., and Clarence Ray Rhodehouse, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

STATE OF IDAHO)
COUNTY OF BANNOCK) ss.

Ray W. Rigby
Notary Public State of Idaho
Residence: Lexburg, Idaho

On this 20th day of December, 1960, before, me the undersigned, a Notary Public in and for the said County and State, personally appeared, W.W. Heyrend, D.M.D., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

STATE OF IDAHO)
COUNTY OF Jefferson) ss.
COUNTY OF BANNOCK)

Robert Jensen
Notary Public State of Idaho
Residence: Pocatello, Idaho

On this 20th day of December, 1960, before, me the undersigned, a Notary Public in and for the said County and State, personally appeared Aldon Tall, M.D., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

Aldon Tall
Notary Public State of Idaho
Residence: Rigby, Idaho

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

On this *23rd* day of December, 1960, before me the undersigned, a Notary Public in and for the said County and State, personally appeared, Robert W. Bennett, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

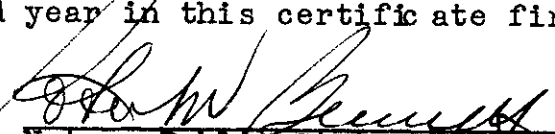


Notary Public State of Idaho
Residing: *Pocatello Idaho*

STATE OF IDAHO)
COUNTY OF BANNOCK) ss.

On this *23rd* day of December, 1960, before me the undersigned, a Notary Public in and for the said County and State, personally appeared, Clint Joines, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public State of Idaho
Residing: *Pocatello Idaho*