

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PANHANDLE VETERINARY CLINIC, P.A.

File number C 115853

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: July 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

PANHANDLE VETERINARY CLINIC, P.A.

JUL 24 9 57 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, RANDY TEDROW, being a resident of the State of Idaho, of legal age, and a citizen of the United States of America, and entering into these articles for the purpose of forming a corporation under the laws of the State of Idaho, does hereby make, adopt, execute and acknowledge the following Articles of Incorporation in duplicate originals as follows:

Article I

Corporate Name

The name of the corporation shall be PANHANDLE VETERINARY CLINIC, P.A., and its business address is 216 North Highway #41, Oldtown, Idaho 83822.

Article II

Objects and Purposes

The objects and purposes for which this corporation is formed are as follows:

1. Veterinary services;
2. The transaction of any and all lawful business for which corporations may be incorporated under IRC 30-13 et seq.; and

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3. To do each and every thing necessary, convenient or advisable, for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these articles, as well as any powers now or hereafter expressly or impliedly conferred by the laws of the State of Idaho.

Article III

Duration

The duration of this corporation shall be perpetual.

Article IV

Registered Office and Registered Agent

The location of the registered office of the corporation shall be 216 North Highway #41, Oldtown, Idaho 83822, and its registered agent shall be RANDY TEDROW.

Article V

Authorized Capital Stock

The authorized capital of this corporation shall be \$100,000.00 consisting of 100,000 shares of common stock of the par value of \$1.00 Value per share.

Article VI

Limitation on Commencement of Business

This corporation shall commence business immediately on filing of its Articles of Incorporation.

Article VII

Directors

The number of directors of this corporation shall be at least equal to the lesser of three or the number of corporate shareholders. The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be prescribed by the Bylaws of this corporation, and if not set out therein by the laws of the State of Idaho. The name and post office address of the initial director who shall manage the affairs of the corporation and serve as director until the first annual meeting of the stockholders of the corporation and until a successor director has been elected and qualified according to the provisions of the Bylaws is as follows:

RANDY TEDROW
216 North Highway #41
Oldtown, Idaho 83822

The director so appointed in these Articles, may call the organizational meeting, or take action without a meeting to elect officers, adopt Bylaws and transact any other business as may come before the meeting without any further action by incorporators other than executing these Articles and obtaining the Certificate of Incorporation.

Article VIII

Conflicts of Interest

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its

directors, officers, and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transactions shall be avoided and no such director, officer, or shareholder shall be liable to account to the corporation by reason of any such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; PROVIDED, that in the case of directors and officers of the corporation, (but not in the case shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

Article IX

Ratification

Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE X

Indemnification of Directors and Officers

Each director or officer now or hereafter serving the corporation, their respective heirs, executors, and administrators shall be indemnified by the corporation against all expenses (including reasonable attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by, in connection with or resulting from any action, suit or proceeding, whether or not by or in the right of the corporation and whether civil or criminal in which it is or may be made a party by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or admitted by him as such director or officer, whether or not he is a director or officer at the time of incurring such expenses, judgments, fines, and paying such amounts; PROVIDED, such director or officer acted in good faith and in a manner he reasonably believed to be not opposed to

the best interests of the corporation and even though any suit or proceeding may charge that the director received improper personal benefit and (with respect to any criminal action or proceeding) he had no reasonable cause to believe his conduct was unlawful; PROVIDED, FURTHER (in the case of actions or suits) by or in the right of the corporations to his conduct was unlawful; PROVIDED, FURTHER, (in the case of actions or suits by or in the right of the corporations to procure a judgment in its favor) such indemnity shall be made in respect of any claim, issue, or matter as to which such director or officer shall have been adjudged liable for negligence or misconduct in the performance of his duty to the corporation only when and to the extent permitted by law; PROVIDED, FURTHER, that in all cases it has been determined specifically by the corporation in the manner provided by law that indemnity is proper in that specific case.

Any payments made to an officer of the corporation such as salary, commission, bonus, interest, rent, or entertainment expenses incurred by him, which shall be disallowed in whole or in part as a deductible expenses by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors as a board to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the

directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

ARTICLE XI

Bylaws

The power to adopt, amend, and repeal Bylaws for the corporation is expressly vested in the Board of Directors of the corporation subject to the power of the shareholders of the corporation to amend or repeal any such Bylaws.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended or repealed in any manner now or hereafter prescribed or permitted by statute of the State of Idaho. All rights of shareholders of the corporation are granted subject to this right to amend or repeal these Articles.

ARTICLE XIII

Preemptive Rights

A shareholder shall have preemptive rights to acquire any unissued stock of the corporation.

ARTICLE XIV

Noncumulative Voting

Noncumulative voting in the election of directors or for any

other vote shall exist with respect to the shares of stock of this corporation.

ARTICLE XV

Incorporators

The name and post office address of the incorporator of this corporation are as follows:

RANDY TEDROW
216 North Highway #41
Oldtown, Idaho 83822

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
19 day of July, 1996.




RANDY TEDROW

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, RANDY TEDROW, do hereby consent to serve as the registered agent for the corporation, PANHANDLE VETERINARY CLINIC, INC.

Dated: July 19, 1996.



RANDY TEDROW

Address of Registered Agent:

216 North Highway #41
Oldtown, Idaho 83822

STATE OF WA)
County of Pend Oreille) ss.

On this day personally appeared before me RANDY TEDROW, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 19 day of January 1996.

Evelyn A. Smith
NOTARY PUBLIC

NOTARY PUBLIC in and for the State of WA, Residing at Neenah
Commission Expires 4-30-98

