

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HEARTLAND ANIMAL HOSPITAL, CHARTERED
File number C 108390

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: November 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

**ARTICLES OF INCORPORATION
OF
HEARTLAND ANIMAL HOSPITAL, CHARTERED**

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SEC. OF STATE
JAN 23 1999

The undersigned, being an individual who is a veterinarian duly licensed to render services as such under the laws of the State of Idaho, acting as an incorporator of a corporation under the Professional Service Corporation Act and other laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is Heartland Animal Hospital, Chartered.

ARTICLE II

TERM OF EXISTENCE

The period of duration for the Corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a veterinarian, 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 or otherwise legally authorized under the laws of the State of Idaho to practice veterinary medicine therein.

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(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 veterinary services.

(c) To do everything necessary and property 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 corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of the Corporation.

(d) To transact any or all lawful business for which professional corporations may be incorporated under the laws of the State of Idaho.

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

ARTICLE IV.

CAPITAL STOCK

1. The aggregate number of shares of stock that the Corporation shall have authority to issue is 100 shares, of no par stock.

2. Such shares shall consist of one class only, designated as common stock.

3. The shares of stock shall not be issued until payment in full has been received therefor, and such stock shall be nonassessable stock, and the shareholders shall have no liability for corporate obligations.

4. There shall be no preferences, limitations or unequal relative rights. Each share of common stock shall have equal voting power, and shall have such rights as are now or hereafter granted by the laws of the State of Idaho.

5. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice veterinary medicine in the State of Idaho.

ARTICLE V.

ADDRESS

The address of the initial registered office of the Corporation is 203 Illinois Ave, Council ID 83612 and the name of its initial registered agent at such address is Bruce D. Gardner. The Board of Directors may from time to time move the principal office to any other address in the State of Idaho and change the registered agent thereat.

ARTICLE VI.

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, which Board of Directors shall be governed by such Bylaws of the corporation as may hereafter from time to time be adopted at a shareholder's meeting by a majority of the stock entitled to vote thereon. The number of directors constituting the entire Board shall not be less than one, and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the

number shall be one (1). The names and street addresses of the members of the first Board of Directors are:

**Bruce D. Gardner, DVM
203 Illinois Ave.
Council ID 83612**

ARTICLE VII.

INCORPORATORS

The names and street addresses of each of the incorporators, each of whom is a veterinarian duly licensed under the laws of the State of Idaho to render services as such, are:

**Bruce D. Gardner, DVM
203 Illinois Ave.
Council ID 83612**

ARTICLE VIII.

VOTING TRUSTS

No shareholder of the 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.

RESTRAINT ON ALIENATION OF SHARES

The Shareholders of the Corporation shall have the power to include in the Bylaws,

adopted at a Shareholders meeting by a majority of the stock of the Corporation entitled to vote thereon, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein 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 by not less than a majority at a stockholders meeting especially called for such purposes. 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 purpose, unless all stockholders consent that such stock be voted. If any shareholder shall become legally disqualified to practice veterinary medicine in the State of Idaho or shall accept employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, such shareholder shall sever all employment with, and financial interests in, the corporation forthwith, and his shares of

sock shall immediately become subject to purchase by the Corporation and/or other shareholders in accordance with Bylaws adopted by the Shareholders and/or an Agreement entered into by and among the shareholders of the Corporation and/or the shareholders and the corporation.

ARTICLE X.

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, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional veterinary services, not prohibited by law.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the Shareholders of the Corporation and/or an agreement by and between the shareholders and the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(c) 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 the Corporation and/or an agreement by and between the shareholders and the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(d) To enter into one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock

option plan, (6) death benefit, (7) salary continuation upon disablement plan, (8) any other retirement or incentive compensation plan or type of Contract or Agreement that the corporation may deem advantageous or expedient, or (9) to otherwise reward or pay persons for their services as the board of Directors may deem fit.

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 shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders 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, I, the incorporator, have executed these Articles of Incorporation this 18th day of November, 1994.


Signature

NOTARY PROVISIONS ON FOLLOWING PAGE

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STATE OF IDAHO)
)ss
COUNTY OF WASHINGTON)

On this 18th day of November, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared BRUCE D. GARDNER, 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 official seal on the day and year first above written.

Larry C. Walker
Notary Public for Idaho
Residing at Wesner, Id.
My Commission Expires 1-14-99