

# State of Idaho

## Department of State.

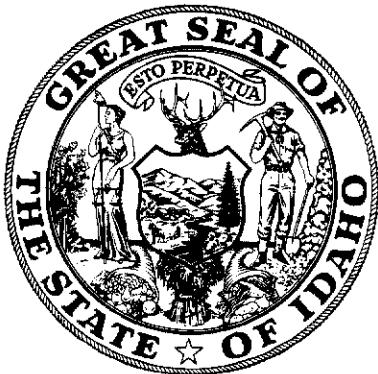
### CERTIFICATE OF INCORPORATION OF

CHARLES C. NOVAK, M.D., 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: September 12, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

SEP 17 2 25 PM '86

1. The name of the corporation ~~SEE ATTACHMENT~~ CHARLES C. NOVAK,  
M.D., CHARTERED.

2. The period of its duration is perpetual.

3. Its purpose is to engage in the practice of psychiatry and to transact any and all other lawful business for which professional corporations may be incorporated under the Idaho "Professional Service Corporation Act".

4. It shall have authority to issue 1,000 shares of common stock, with no par value per share, and all of the shares shall be entitled to vote. The corporation may not issue any of its capital stock to anyone other than a person who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

5. The transfer of stock of the corporation shall be restricted and limited as provided by the Idaho "Professional Service Corporation Act", the by-laws of the corporation, and any other agreement entered into by and between the corporation and its stockholders. No shareholder of the corporation shall sell or transfer his shares in such corporation 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 stockholder's meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the certificate of incorporation or in the by-laws. 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.

6. The address of its initial registered office is 311 North Allumbaugh, Boise, Idaho 83704. The name of its official registered agent at such address is Charles C. Novak.

7. There shall be no board of directors. All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholder(s).

8. The name and address of the incorporator is:

Charles C. Novak, M.D.  
311 N. Allumbaugh  
Boise, Idaho 83704

  
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Charles C. Novak, M.D.

DATED this 11 day of September, 1986.