

**FILED**

Oct 26

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PROFESSIONAL MANAGEMENT SERVICES, INC.

1. Name. The name of the corporation is Professional Management Services, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000 at \$1 par value, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 2850 North 11<sup>th</sup> West, Mt. Home, Idaho and its registered agent at that address is Gilda G. Roberts.
4. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders or until her successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
Gilda G. Roberts	2850 North 11 <sup>th</sup> West Mt. Home, Idaho 83648

5. Incorporators. The names and addresses of the incorporators are:

Phillip S. Oberrecht  
Hall, Farley, Oberrecht & Blanton, P.A.  
720 West Idaho Street, Ste. 700  
Boise, Idaho 83702

Shirley T. Spratt  
Hall, Farley, Oberrecht & Blanton, P.A.  
720 West Idaho Street, Ste. 700  
Boise, Idaho 83702

IDAHO SECRETARY OF STATE

10/27/1999 09:00  
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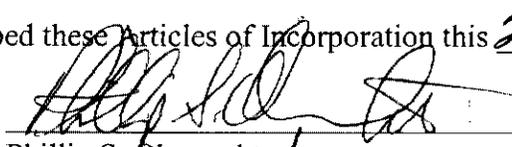
6. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to, providing management and billing services to medical and dental offices.

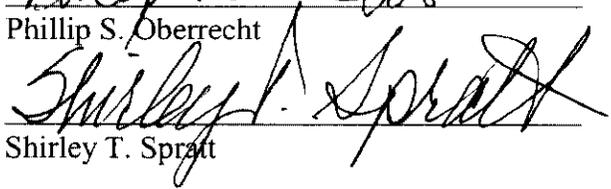
7. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

8. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

9. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

In witness whereof, we have subscribed these Articles of Incorporation this 20<sup>th</sup> day of October, 1999.

  
Phillip S. Oberrecht

  
Shirley T. Spratt