

FILED EFFECTIVE



ARTICLES OF INCORPORATION

(Professional Service Corporation)

The undersigned, in order to form a Professional Service Corporation under the provisions of Title 30, Chapter 13, Idaho Code, submits the following articles of incorporation:

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STATE OF IDAHO

Article 1: The name of the professional corporation shall be:

Frank Andrews PHD, P.A.

Article 2: The corporation is organized for the practice of the profession(s) of: Psychologist

Article 3: The number of shares the corporation is authorized to issue is: 10,000 Common Voting Shares

Article 4: The street address of the registered office is: 220 S. 2nd Ave, Hailey, ID 83333

and the registered agent at such address is: Frank M. Andrews, PHD

Article 5: The name and address of the incorporator are:

Frank M. Andrews, PHD PO Box 3585, Hailey, ID 83333

Article 6: The mailing address of the corporation shall be:

PO Box 3585, Hailey, ID 83333

Optional articles:

(See Attached Articles 7 through 10)

Article 7: Board of Directors (See Attached)

Article 8: Corporate Purpose (See Attached)

Article 9: Preemptive Rights (See Attached)

Article 10: Limitation of Liability (See Attached)

Signature of at least one incorporator:

Signature

Frank M. Andrews, PHD

Typed Name Frank M. Andrews, PHD

Signature

Typed Name

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

Web Form

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ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

FRANK ANDREWS PHD, P.A.

OPTIONAL ARTICLES

Article 7: Board of Directors. All professional corporate powers shall be exercised by or under the authority of, and the business and affairs of the professional corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1315, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Frank M. Andrews, PHD	P.O. Box 3585, Hailey, ID 83333
Leslie B. Andrews	P.O. Box 3585, Hailey, ID 83333

Article 8: Corporate purpose. The purpose for which this professional corporation is organized is the transaction of any and all lawful business for which such corporations may be incorporated under the provisions of Title 30, Chapter 13, of Idaho Code. The primary purpose for which this professional corporation is organized is Psychology.

Article 9: Preemptive Rights. The professional corporation elects to have preemptive rights.

Article 10: Limitation of Liability. No Director shall be liable to the professional 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 his is not entitled; (ii) an intentional infliction of harm on the professional corporation or the shareholders; (iii) a violation of § 30-1306, Idaho Code; or (iv) an intentional violation of criminal law.