

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

PSYCHOLOGICAL ASSOCIATES, P. A.

was filed in the office of the Secretary of State on the *22nd* day of *September* A.D., One Thousand Nine Hundred *seventy-six* and ~~will be~~ recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual Existence~~ from the date hereof, with its registered office in this State located at *Caldwell, Idaho* in the County of *Canyon*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *22nd* day of *September*, A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

75 SEP 22 10 30 32

ARTICLES OF INCORPORATION
OF
PSYCHOLOGICAL ASSOCIATES, P.A.

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KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, JOHN W. STONER, Ph.D. and D. WHITMAN JONES, Ph.D., being
persons legally competent to contract and being licensed as
practicing psychologists pursuant to the laws of the State of
Idaho, for the purpose of forming a professional service corpora-
tion under the Professional Service Corporation Act of the State
of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporatin shall be:

PSYCHOLOGICAL ASSOCIATES, P. A.

ARTICLE II

REGISTERED OFFICE

The location and post office address of the registered
office of this corporation in the State of Idaho shall be:
227 East Logan Street, Caldwell, Idaho.

ARTICLE III

The period of existence and duration of life of this
corporation shall be perpetual.

ARTICLE IV

PURPOSES

The purposes for which the corporation is formed are:

(a) To engage in every phase and aspect of the business
and profession of rendering the same professional services that a
psychologist duly licensed under the laws of the State of Idaho
is authorized to render.

(b) To own and operate a clinic for the purpose of
furnishing the necessary services, facilities and equipment
necessary for the care, diagnosis and treatment of patients.

(c) To own and operate all types of electrical and mechanical equipment, supplies and materials, including testing apparatus and materials used in or incidental to the operation of a psychological clinic.

(d) 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 carrying on any business which the corporation has the direct or incidental authority to pursue.

(e) To enter into for the benefit of its employees, 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; and (6) other retirement or incentive compensation plans as may be authorized by law.

(f) To do everything necessary and proper 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 objects of the corporation.

ARTICLE V

AUTHORIZED SHARES

(a) The aggregate number of shares which the corporation shall have the authority to allot is 500, each of the par value of \$100.00, and all of one class to be known as Common Shares.

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(b) No person may be the owner or have any interest in any of the capital stock of this corporation, except an individual who is duly licensed or otherwise legally authorized to provide the professional services this corporation is authorized to provide. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting any other person with the authority to exercise the voting power of any or all of this stock.

(c) Except as otherwise provided by law, the capital stock of the corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

(d) No shareholder in this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer shall be subject to the limitations of Section 30-1310, Idaho Code.

(e) The stockholders of the corporation shall have the power to include in the By-laws adopted by a two-thirds majority of the stockholders any regulatory or restrictive provisions regarding the proposed sale, transfer or disposition of any of the outstanding stock of the corporation by any of its stockholders or in the event of the death of any of its stockholders.

(f) If any stockholder shall become legally disqualified from practicing psychology in the State of Idaho or accept employment that places restrictions or limitations upon its continuous rendering of such professional services, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, then such stockholder's shares of stock shall immediately become subject to purchase by the

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corporation in accordance with the By-laws adopted by the stockholders.

ARTICLE VI

INCORPORATORS

The name and post office address of the incorporators of this corporation, and the number of shares of stock subscribed by them are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
JOHN W. STONER	2603 South Indiana Caldwell, Idaho	1
D. WHITMAN JONES	1923 Beech Caldwell, Idaho	1

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be at least one (1), and such additional number of directors not exceeding five (5), as may be determined from time to time by the By-laws of this corporation; provided, further, that no person shall be a director of the corporation unless he is also a shareholder in the corporation.

(a) At all elections of directors of this corporation, each shareholder of common stock shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

More than one-half of the directors shall be necessary to constitute a quorum of the board for the transaction of business at any meeting, but a lesser number may adjourn the meeting.

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ARTICLE VIII

OFFICERS


The corporation shall have officers as shall be determined by its By-laws, except that only shareholders in the corporation may hold the office of President and Treasurer of the corporation. If there is only one shareholder, he shall serve as President and Treasurer of the corporation.

ARTICLE IX

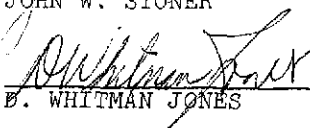
POWERS

The Board of Directors of this corporation shall have the power to repeal and amend the By-laws of the corporation and adopt new By-laws. Such power shall not extend to making or altering any By-laws, fixing the qualifications, classifications, terms of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-134, Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, the sole incorporators of this corporation, have executed these Articles of Incorporation this 21st day of September, 1976.



JOHN W. STONER



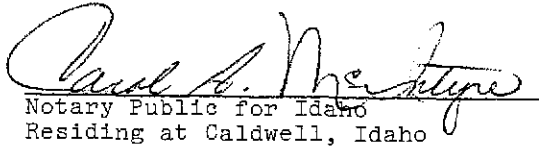
D. WHITMAN JONES

STATE OF IDAHO)
)ss.
County of Canyon)

On this 21st day of September, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN W. STONER, Ph.D. and D. WHITMAN JONES, Ph.D., known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to

me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.


Notary Public for Idaho
Residing at Caldwell, Idaho