

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

REPRODUCTIVE MEDICAL TECHNOLOGIES, INC.

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: *March 2, 1987*



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by *[Signature]*  
\_\_\_\_\_

'87 MAR 2 PM 1 32

SECRETARY OF  
STATE

ROBERT L. ALDRIDGE, CHARTERED  
Attorneys at Law  
1209 North Eighth Street  
Boise, Idaho 83702  
Phone (208) 3369880

ARTICLES OF INCORPORATION

OF

REPRODUCTIVE MEDICAL TECHNOLOGIES, INC.

\* \* \* \* \*

We, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is:

REPRODUCTIVE MEDICAL TECHNOLOGIES, INC.

SECOND: The purposes are:

(1) To perform any acts and provide any services for any lawful purpose or purposes, including all purposes described in Idaho Code §30-1-1 et seq. and any amendments or additions thereto, but not limited thereto.

(2) To buy, lease, contract for, invest in, and otherwise acquire, and to own, hold mortgage and deal in and

with, and to sell, lease, exchange, transfer, convey and otherwise dispose of, rights and interests of every character and description, in or to or relating to, petroleum, mineral, animal, vegetable and other oils, asphaltum, natural gas, gasoline, naphthene, oil shales, sulphur, salt, clay, coal, (minerals, mineral substances, metals, ores, or any other mineral or volatile substances, and in or to or relating to lands containing or believed to contain any such substances, and leases, grants and contracts relating thereto, and relating to rights and interests of every character and description.

(3) To purchase, take, or otherwise acquire as mortgagee, lienee, pledgee, lessee or in any other manner whatsoever and to hold, own, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Idaho.

(4) To manufacture, purchase, receive or otherwise acquire as mortgagee, lienee, pledgee, lessee or in any other manner whatsoever, and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Idaho.

(5) To subscribe for, purchase, receive or otherwise acquire as mortgagee, lienee, pledgee or in any other manner

whatsoever, and to hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any shares of capital stock, or any voting trust certificates in respect of shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, other securities, obligations, evidences of indebtedness or interest, accounts receivable or other choses in action, owned, issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(6) To acquire the assets, good will, rights and property and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary

or convenient in and about the conduct and management of such business.

(7) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, the government of the United State of America, or with any foreign government, or with any state, territory, province, municipality, or other political subdivision or with any governmental agency.

(8) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(9) To purchase, hold, sell, and transfer the shares of its own capital stock; provided that it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

(10) To apply for, obtain, register, purchase, lease or acquire, and to hold, own, use, exercise, develop, operate and introduce, and to sell, mortgage, assign and grant licenses in respect of, or otherwise dispose of, any patents and inventions, improvements and processes used in connection with or secured under letters patent of the United States of any dependency of the United States or of any foreign government, any trade-marks and trade names, and to acquire, use, exercise, or otherwise turn to gain, licenses in respect of any such patents, inventions, improvements, processes and the like, or any such property rights.

(11) To loan to any person, firm or corporation any of its surplus funds, either with or without security.

(12) To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Idaho, without restriction as to place or amount.

(13) To carry on any other business in connection with the objects and purposes hereinabove enumerated.

(14) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company of others.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers; and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho.

THIRD: The duration is to be perpetual.

FOURTH: The shares of stock of the corporation which have been fully paid, shall not be subject to assessment for any purpose.

FIFTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interest of the corporation.

SIXTH: The registered agent and registered address are as follows: Dr. Leslie G. Pool, 121 E. Fort, Boise, Idaho,

SEVENTH: The total number of shares of stock which the corporation shall have authority to issue shall be 20,000 shares of the par value of One Dollar(s) (\$1.00) each, amounting in the aggregate to Twenty Thousand Dollars and No Cents (\$20,000.00)

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

EIGHTH: The names and post office address of the incorporators and the number of shares and class of stock subscribed for by each are as follows:

<u>INCORPORATORS</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
Dr. Leslie G. Pool	121 E. Fort St., Boise, Id.	1,000
Dr. William A. Jones	6046 Emerald, Boise, Id.	1,000
Dr. Avery L. Seifert	222 N. 2nd, Boise, Id.	1,000

NINETH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

TENTH: Purchase by the Corporation of its own shares of stock shall be made, whether direct or indirect, only to the extent of the then existing unreserved and unrestricted earned surplus available therefore or the unreserved and unrestricted capital surplus available therefor, whichever shall be greater, and shall be in compliance with Idaho Code § 30-1-6, as the same may be amended.

ELEVENTH: The Board of Directors shall consist of the number of directors set forth in the By Laws of the Corporation, as the same may be amended from time to time. These initial

Directors are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Dr. William A. Jones, MD	6046 Emerald, Boise, Id.
Dr. Avery L. Seifert, MD	222 N. 2nd, Boise, Id.
Dr. Kathleen McGowan, MD	333 N. 1st, Boise, Id.
Dr. David M. Barton, MD	999 N. Curtis Road, Boise, Id.
Dr. Ronald L. Urry, PhD	P.O. Box 521100, Salt Lake City, UT

