



Department of State.

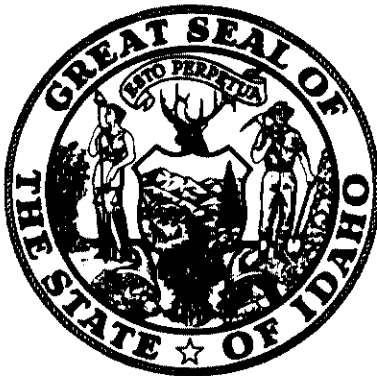
**CERTIFICATE OF INCORPORATION
OF**

KELLY D. HARRIS, D.C., P.A.

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: *October 17, 1988*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION

The undersigned, acting as sole incorporator of a Corporation under the Professional Service Corporation Act and the Business Corporation Act, Title 30, Chapters 13 and 1, respectively, Idaho Code, does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of this Corporation is:

KELLY D. HARRIS, D.C., P.A.

ARTICLE II.

This Corporation is to exist perpetually.

ARTICLE III.

This Corporation is organized for the following purposes:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of chiropractic, duly licensed under the laws of the State of Idaho, is authorized to render; but such professional services shall be rendered only through Officers, Employees, and Agents who are duly licensed by the Board of Chiropractic Examiners and under the laws of the State of Idaho, to practice chiropractic within this State; and to do all lawful things which may be incidental to or necessary or convenient in connection with the practice of chiropractic.

This Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically incorporated, but it shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and shall be permitted to lease or own any real or personal property necessary in the rendering of professional services.

ARTICLES IV.

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock of \$1.00 par value per share.

ARTICLE V.

The address of the initial registered office of this Corporation is located at:

Street Address: 211 South Woodruff Avenue, Suite B
City, State, Zip: Idaho Falls, Idaho 83401
County: Bonneville

The name of the initial registered agent of the Corporation at that address is:

Kelly D. Harris, D.C.

ARTICLE VI.

The initial Board of Directors shall consist of one (1) member, and the name and address of the person who is to serve as Director until the First Annual Meeting of Shareholders or until a successor is elected and qualified, is:

Kelly D. Harris, D.C.
275 Chatham Dr.
Idaho Falls, Idaho 83401

ARTICLE VII.

1) The Shareholders, Directors and Officers of this Corporation, with the exception of the office of Secretary, shall be duly licensed Chiropractors.

2) The Directors of this Corporation shall be Shareholders.

3) The Officers of this Corporation, with the exception of the Secretary, shall be Shareholders.

4) The offices of President and Secretary shall not be filled by the same person.

5) The Corporation shall not cause nor shall any Shareholder convey or transfer any shares to anyone unless it be to an individual who has been duly licensed by the State of Idaho to be a practicing Chiropractor; and such conveyance or transfer shall be made in accordance with the provisions of Section 30-1310, Idaho Code and at a Stockholders Meeting called for such purpose, by a majority of the outstanding stock held in the Corporation.

6) No Shareholder, Director or Officer shall be permitted to act by proxy. No Shareholder shall enter into a Voting Trust Agreement.

7) Any Shareholder, Director, Officer, Agent or Employee of this Corporation shall, upon becoming legally disqualified to render such professional service within the State of Idaho for which this Corporation was organized, or accepts employment, that pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, sever all employment with, and financial interest in this Corporation.

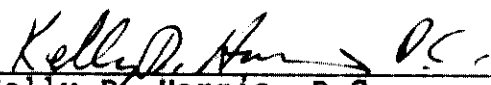
8) If at anytime this Corporation has only one (1) Shareholder and that Shareholder becomes disqualified under Section 30-1309, Idaho Code, or dies, the shares owned by such Shareholder shall be voted only for the purpose of dissolving the Corporation pursuant to Sections 30-1-82 through 30-1-93, Idaho Code.

ARTICLE VIII.

The name and address of the incorporator is:

Kelly D. Harris, D.C.
275 Chatham Dr.
Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation, this 18th day of August, 19 88.



Kelly D. Harris, D.C.
Incorporator