

**Articles of Incorporation of Couch Dental Care PA**

**FILED EFFECTIVE**

**09 MAR -3 AM 11:19**

**SECRETARY OF STATE**

**1. Name of Corporation**

The name of the corporation is Couch Dental Care PA.

**2. Duration**

The period of its duration is perpetual.

**3. Purpose and Powers**

The corporation's purpose is to transact the business of dentistry and allied professional services, and all other activities necessary, suitable or convenient to the practice of dentistry and allied professional services.

**4. Authorized shares**

The corporation shall have authority to issue 10,000 shares all in one class and series. All issued shares shall be common shares having one vote per share. The par value of each share issued shall be \$1.00.

**5. Registered office and agent**

The registered office of the corporation is 2105 Coronado Street, Idaho Falls, Idaho 83404, and its registered agent at that address is Winston V. Beard.

**6. Incorporator**

The name of the incorporator is Winston V. Beard and the incorporator's address is 2105 Coronado Street, Idaho Falls, Idaho 83404.

**7. Board of Directors**

Pursuant to Idaho Code 30-1315, no person who is not a shareholder may serve as a director of the board.

**8. Cumulative Voting**

All shareholders are entitled to cumulate their votes for directors.

**9. Indemnification**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act.

**10. Limitation of Liability**

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

**11. Additional Articles**

**11.1. Qualification of Shareholders**

Only a natural individual can become a shareholder and only if he or she is licensed to practice dentistry in

the state of Idaho. No person practicing dentistry in the state of Idaho, is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.

**11.2 Voting**

The voting rights associated with each share may not be voted by agreement or any other type of arrangement vesting another person with authority to exercise the voting power of any of his shares.

**11.3 Severance of Relationship with Corporation**

If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice dentistry within the state of Idaho, (2) accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing practice of dentistry, (3) dies, (4) is adjudicated incompetent, or (5) retires, he shall no longer be employed by the corporation, and he shall sever all financial interests in the corporation.

**11.4 Purchase or Transfer upon Ineligibility**

Within 30 days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase or redeem all of the shares that person owns. The purchase or redemption price to be paid by the corporation shall be the lesser of (1) the price as specified in the bylaws, or (2) the price that will not exceed the amount that would impair the capital of the corporation or otherwise be in violation of Idaho Code § 30-1310.

**11.5 Limitation on Transfer of Shares**

No shareholder may sell or transfer his shares except to the corporation or to another individual who is eligible to be a shareholder. Any such sale or transfer to another individual eligible to be a shareholder may be made only after being unanimously approved by all shareholders, at a shareholder's meeting specially called for that purpose.

**11.6 Liability**

Any officer, shareholders, agent or employee of the corporation shall remain personally liable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering services on behalf of the corporation to the person for whom such professional services were being rendered.

Dated: January 16, 2009.

*Winston V. Beard*

Winston V. Beard, Inc

DAVID SECRETARY OF STATE

03/03/2009 05:00

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