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# State of Idaho

## Department of State

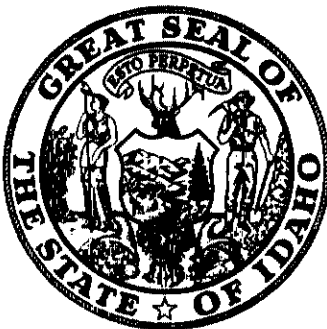
### CERTIFICATE OF INCORPORATION OF

DAVID R. BAINES, M.D., 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: March 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWitt*

ARTICLES OF INCORPORATION

OF

DAVID R. BAINES, M.D., P.A.

RECEIVED  
SEC. OF STATE

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The undersigned, duly licensed to practice the profession of medicine in the State of Idaho, desires to form a professional corporation pursuant to the Professional Services Corporation Act (Idaho Code 30-1301, et. seq.), for the purpose of rendering medical services and operating a medical office for the practice of medicine, and adopt the following articles of incorporation for such corporation:

ARTICLE ONE

Name. The name of the corporation is DAVID R. BAINES, M.D., P.A.

ARTICLE TWO

Purposes. The purposes for which this corporation is formed are to engage in the practice of medicine as a professional corporation for the purpose of providing medical care and treatment; and to own real or personal property, if desired, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services; to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not prohibited by the laws of the State of Idaho or the

provisions of these articles of incorporation. The corporation may engage in any or all other lawful business or practices for which corporations may be organized under the Professional Services Corporation Act.

In connection with the above-stated purposes, the corporation shall have the power to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, to acquire, own, and dispose of real and personal property, and to do all other acts to the extent permitted under the Professional Services Corporation Act for the rendering of professional services.

#### ARTICLE THREE

Duration. The period of duration of this corporation is perpetual.

#### ARTICLE FOUR

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 311 Fourteenth Street, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the corporation's initial registered agent at such address is David R. Baines, M.D.

#### ARTICLE FIVE

Stock. The total authorized number of par value shares of stock is 1,000. The stock shall not have par value.

## ARTICLE SIX

Transfer of Stock. Corporate stock shall be issued only to persons duly licensed and legally authorized to render medical services and engage in the general practice of medicine. No capital stock may be issued to anyone other than a person who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of the corporation shall enter into a voting trust agreement, or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock as may be provided in the certificate of incorporation or in the by-laws.

## ARTICLE SEVEN

Director. The number of director constituting the initial Board of Director is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is

elected and qualifies is:

NAME	ADDRESS
1. DAVID R. BAINES, M.D.	311 Fourteenth Street St. Maries, Idaho 83861

No person who is not a shareholder may serve as a director of the corporation.

#### ARTICLE EIGHT

Officers. If the corporation has only one (1) shareholder, a non-shareholder shall act as the secretary of the corporation. All other general offices of the corporation shall be held by the shareholder.

#### ARTICLE NINE

Incorporator. The name and address of the incorporator for this corporation is:

NAME	ADDRESS
1. DAVID R. BAINES, M.D.	311 Fourteenth Street St. Maries, Idaho 83861

EXECUTED in duplicate this 24 day of March, 1993.

  
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DAVID R. BAINES, M.D.

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