

FILED

## ARTICLES OF MERGER

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PURSUANT TO Title 30, Chapter 1 of the Idaho Code, the undersigned corporations  
SECRETARY OF STATE  
have elected to merge and file these Articles of Merger pursuant to the requirements set  
forth in Idaho Code Section 30-1-1105:

1. Corporations Involved in Merger: SANDPOINT URGENT CARE, INC. and SANDPOINT FAMILY MEDICINE, P.A. shall merge and the resulting corporation following the merger shall be SANDPOINT FAMILY MEDICINE, P.A.
2. Plan of Merger: attached hereto and incorporated by reference.
3. Shareholder approval of the merger: SANDPOINT FAMILY MEDICINE, P.A.: shares entitled to vote - 20, shares voting in favor of merger - 20, shares voting against merger - 0; SANDPOINT URGENT CARE, INC.: shares entitled to vote - 20, shares voting in favor of merger - 20, shares voting against merger - 0.
4. The effective date of the merger shall be: DECEMBER 31, 1999.

Dated this 31<sup>st</sup> day of December, 1999.

*Robert Rust*

ROBERT RUST, Director, President and Shareholder of SANDPOINT URGENT CARE, INC.

*Mark Hernandez*

MARK HERNANDEZ, Director, Secretary/Treasurer and Shareholder of SANDPOINT URGENT CARE, INC.

*Robert Rust*

ROBERT RUST, Director, President and Shareholder of SANDPOINT FAMILY MEDICINE, PA

*Mark Hernandez*

MARK HERNANDEZ, Director, Secretary/Treasurer and Shareholder of SANDPOINT FAMILY MEDICINE, PA

IDAHO SECRETARY OF STATE

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## ***PLAN OF MERGER***

Agreement made on the date signed below, between SANDPOINT URGENT CARE, INC. and SANDPOINT FAMILY MEDICINE, PA.

1. **SURVIVING CORPORATION:** SANDPOINT FAMILY MEDICINE, PA shall be the surviving corporation and SANDPOINT URGENT CARE, INC shall no longer be in existence.
2. **MANAGEMENT:** The Articles of Incorporation and Bylaws of SANDPOINT FAMILY MEDICINE, PA shall remain in effect until altered or amended at a later date. The officers and directors of SANDPOINT FAMILY MEDICINE, PA shall remain in office until new directors and officers are elected at the next annual meeting.
3. **RIGHTS, PRIVILEGES, ETC.:** On the effective date of the merger (December 31, 1999), SANDPOINT FAMILY MEDICINE, PA shall possess all the rights, privileges, immunities, powers and franchises of any nature of SANDPOINT URGENT CARE, INC. as well as all assets and liabilities of SANDPOINT URGENT CARE, INC.
4. **CONVERSION OF SHARES:** All of the outstanding shares of SANDPOINT URGENT CARE, INC. shall be surrendered and cancelled and each shareholder of SANDPOINT URGENT CARE, INC. shall receive one (1) share of SANDPOINT FAMILY MEDICINE, PA stock for each share of stock formally held in SANDPOINT URGENT CARE, INC. Therefore, Dr. Robert Rust shall receive 10 shares and Dr. Mark Hernandez shall receive 10 shares. Following the merger, Dr. Rust and Dr. Hernandez shall each own 20 shares of SANDPOINT FAMILY MEDICINE, PA stock.
5. **DBA:** SANDPOINT FAMILY MEDICINE, PA shall file the proper form with the Secretary of State in order to perform business under the name of SANDPOINT FAMILY MEDICINE/URGENT CARE, PA.

DATED this 31<sup>st</sup> day of December, 1999.



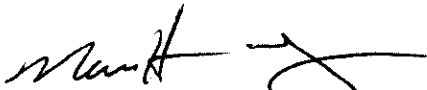
ROBERT RUST, Director, President and Shareholder of SANDPOINT URGENT CARE, INC.



MARK HERNANDEZ, Director, Secretary/Treasurer and Shareholder of SANDPOINT URGENT CARE, INC.



ROBERT RUST, Director, President and Shareholder of SANDPOINT FAMILY MEDICINE, PA



MARK HERNANDEZ, Director, Secretary/Treasurer and Shareholder of SANDPOINT FAMILY MEDICINE, PA