

## ARTICLES OF INCORPORATION OF MCCORD ORTHODONTICS, P.C.

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1. **Name.** The name of the corporation is MCCORD ORTHODONTICS, P.C.  
The mailing address of the corporation shall be 635 Lincoln Dr., Idaho Falls, ID 83401.

SECRETARY OF STATE  
STATE OF IDAHO

2. **Authorized Shares.** The aggregate number of shares the corporation is authorized to issue shall be 10,000 shares, all of which shall be common voting stock.

3. **Registered Office and Agent.** The registered office of the corporation is 635 Lincoln Dr., Idaho Falls, ID 83401, and its registered agent at that address is Laurine McCord.

4. **Incorporator.** The name of the incorporator is LAYNE MCCORD, and the incorporator's address is 4419 E. Court St., Iowa City, Iowa 52245.

5. **Corporate Purpose.** The purpose for which this corporation is organized is to provide orthodontist services and allied professional services to families. In furtherance of and subject to the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the Idaho Professional Service Corporation Act. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of its corporate purpose.

6. **Shareholder Eligibility.** All shareholders of the corporation shall be duly licensed orthodontics in Idaho; provided however, that if the corporation only has one shareholder and that shareholder dies or becomes legally disqualified, then the disqualified shareholder or personal representative of the deceased shareholder, as the case may be, may exercise voting rights as described in I.C. §30-1309A, or any successor provision.

7. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Idaho Code § 30-1-732. The number of directors constituting the initial board of directors shall be one (1), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

LAYNE MCCORD: 4419 E. Court St., Iowa City, Iowa 52245.

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

  
Layne McCord, IncorporatorIDAHO SECRETARY OF STATE  
01/05/2009 05:00  
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