

# State of Idaho

## Department of State

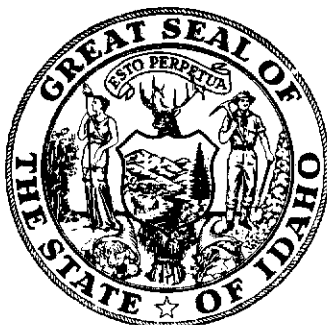
### CERTIFICATE OF INCORPORATION OF

ADA COUNTY EYE CARE, P.C.  
File number C 119326

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: April 30, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Alisa Hartley*

**ARTICLES OF INCORPORATION  
of  
ADA COUNTY EYE CARE, P.C.**

APR 30 4 43 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned natural person of the age of eighteen years or older, acting as the incorporator of Ada County Eye Care, P.C., under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, Idaho Code, adopts the following articles of incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation is "Ada County Eye Care, P.C."

**ARTICLE II**

**DURATION**

This Corporation shall have a perpetual existence.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to render professional optometry services and to engage in any lawful act or activity permitted by a professional corporation under the Idaho Professional Service Corporation Act.

**ARTICLE IV**

**CAPITALIZATION**

This Corporation shall have authority to issue an aggregate of one thousand (1,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

Class  
Common

Number  
1,000

Par Value Per Share

No Par Value

DATE 05/01/1997

0900 88167 2

CK #: 1927 CUST# 5560

CORP 1@ 100.00= 100.00

ARTICLES OF INCORPORATION - 1.

#: C

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

#### **ARTICLE VI**

##### **CUMULATIVE VOTING**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

#### **ARTICLE VII**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Steven M. Polatis

2119 N. Springland Place  
Boise, Idaho 83713

#### **ARTICLE VIII**

##### **DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one. All directors must be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until her successors are elected and qualified, is as follows:

Name

Address

Steven M. Polatis

2119 N. Springland Place  
Boise, Idaho 83713

**ARTICLE IX**

**INCORPORATOR**

The name and address of the incorporator is as follows:

Name

Address

Steven M. Polatis

2119 N. Springland Place  
Boise, Idaho 83713

**ARTICLE X**

**ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

(1) for any breach of the director's duty of loyalty to the corporation or its shareholders;

(2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) as provided in Idaho Code § 30-1-48; or

(4) for any transaction from which the director derived an improper personal benefit.

**ARTICLE XI**

**INDEMNIFICATION OF DIRECTORS & OFFICERS**

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of

being or having been a director or officer of the Corporation or of such other corporation (whether or not he or she continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

## **ARTICLE XII**

### **LIMITED LIABILITY FOR SHAREHOLDERS**

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 30 day of April, 1997.

INCORPORATOR:

  
STEVEN M. POLATIS

STATE OF IDAHO )

) SS.

County of Ada )

On this 30<sup>th</sup>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
nd year in this certificate first above written



Residing at Boise, Idaho

**Commission Expires:**

7/26/59