

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PERINATAL ASSOCIATES, 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: January 09, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hales

Corporation Clerk

Jan 9 2 51 PM '92
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PERINATAL ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS, That William V. Cuthrell, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act of the State of Idaho, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is Perinatal Associates, P.A.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of engaging in the practice of medicine and of transacting all lawful business which this corporation may do under the Professional Service Corporation Act of the State of Idaho.

ARTICLE IV

The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the corporation shall be authorized to issue shall be 100 shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such corporation and shall be non-assessable when paid in full.

ARTICLE V

The address of the initial registered office of the corporation shall be Suite 220, 333 North First Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address is William V. Cuthrell.

ARTICLE VI

The name and address of the incorporator and organizer who has named himself as the initial director to serve until the first election of the directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William V. Cuthrell	3248 East Dowling Mill Court Boise, Idaho 83706

ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever. Any shareholder of this corporation, or a personal representative in the case of a shareholder's estate, shall not have the right to sell, hypothecate or otherwise dispose of their stock without first offering the shares that the shareholder or the estate owns to the corporation or equally among the remaining shareholders who are given the option to purchase the stock.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the incorporator and organizer, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, this 6 day of January, 1992.

William V. Cuthrell
William V. Cuthrell