

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

C. C. JOHNSON, M.D., P.A.

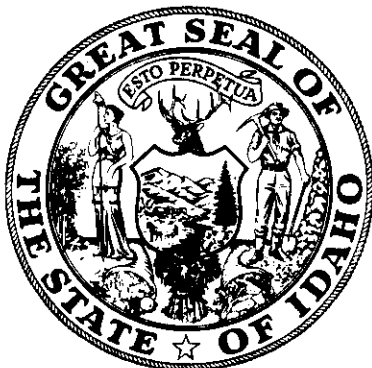
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

C. C. JOHNSON, M.D., P.A.

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 July 2, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF  
STATE

C. C. JOHNSON, M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States of America, and licensed under the laws of the State of Idaho, in order to form a professional service corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Professional Service Corporation Act of the State of Idaho, and the acts amendatory thereof, included thereby, and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is C. C. Johnson, M.D., P.A.

SECOND

The purposes and objects for which the Corporation is formed are as follows:

(a) This Corporation is formed and organized for the sole and specific purpose of rendering professional services to the public by persons specifically licensed and authorized under the laws of the State of Idaho to engage in the practice of medicine and Internal medicine and render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Idaho. Such persons shall practice the profession of medicine in accordance with all rules for professional conduct promulgated by the State of Idaho Board of Medicine. The professional services rendered by this Corporation shall include the practice of medicine and Internal medicine, the rendering of all other and additional or like

1 services ancillary to, or in connection with, or as normally  
2 related to the practice of medicine and Internal medicine by  
3 licensed physicians in the State of Idaho.

4 (b) This Corporation may not engage in any business other  
5 than the rendering of professional services as herein set forth,  
6 provided, however, that this Corporation by and through its  
7 officers and directors shall have the power and authority to  
8 invest the corporate funds in real estate, mortgages, stocks  
9 and like securities, bonds or any other type of investments,  
10 and to own real estate and personal property necessary for the  
11 rendering of professional services by the Corporation.

12 (c) Pursuant to and within the limitations of the afore-  
13 mentioned power and authority of the officers and directors of  
14 this Corporation, said officers and directors shall be, and  
15 hereby are, authorized to do the following acts in the name of,  
16 and on behalf of, this Corporation:

17 (1) to buy, sell, acquire, hold, own, dispose of,  
18 convey, mortgage, pledge, lease, assign, transfer, trade  
19 and deal in and with all kinds of personal property,  
20 franchises, privileges, rights, goods, wares and merchan-  
21 dise of every kind, nature and description;

22 (2) to buy, sell, convey, lease, let, mortgage,  
23 exchange or otherwise, acquire or dispose of lands, lots,  
24 houses, buildings and real property, hereditaments and  
25 appurtenances of all kinds and wheresoever situated, and  
26 of any interest and rights therein, to the same extent as  
27 natural persons might or could do, and without limit as to  
28 amount;

29 (3) to acquire by purchase, subscription or other-  
30 wise, and to own, hold, sell, negotiate, assign, deal in,  
31 exchange, transfer, mortgage, pledge or otherwise dispose  
32 of, any shares of capital stock, scrip, bonds, mortgages,

1 securities or evidences of indebtedness, issued or created  
2 by any other corporation, joint stock company or association,  
3 public or private, or by whomsoever issued, and while the  
4 holder or owner thereof to possess and exercise in respect  
5 thereof any and all rights, powers and privileges of owner-  
6 ship, including the right to vote thereon;

7 (4) to make, perform and carry out contracts of every  
8 kind and description made for any lawful purpose, without  
9 limit as to amount, with any person, firm, association or  
10 corporation, either public or private, or with any territory  
11 or government, or any agency thereof;

12 (5) to borrow money, to draw, make, accept, endorse,  
13 transfer, assign, execute and issue bonds, debentures,  
14 promissory notes, and other evidences of indebtedness, and  
15 for the purpose of securing any of its obligations or con-  
16 tracts, to convey, transfer, assign, deliver, mortgage and/  
17 or pledge all or any part of the property or assets, real  
18 or personal, at any time, owned or held by this Corporation,  
19 upon such terms and conditions as the Board of Directors  
20 shall authorize, and as may be permitted by law;

21 (6) to acquire, hold, sell, reissue or cancel any  
22 shares of its own capital stock, provided, however: (i)  
23 that this Corporation may not use any of its funds or  
24 property for the purchase of its own stock when such would  
25 cause any impairment of the capital of this Corporation;  
26 (ii) that the shares of its own capital stock belonging to  
27 this Corporation shall not be voted directly or indirectly;  
28 (iii) no capital stock of this Corporation may be issued  
29 to anyone other than an individual who is duly licensed  
30 under the laws of the State of Idaho to practice medicine  
31 as a licensed physician; and provided, further, that any  
32 common capital stock of this Corporation may not be voted

1 by any other person or persons who are not at the time of  
2 such vote licensed physicians in good standing under and  
3 pursuant to the laws of the State of Idaho;

4 (7) to purchase or otherwise acquire the whole or any  
5 part of the property, assets and business of any other  
6 person, firm or professional association of the State of  
7 Idaho, so long as, and only to the extent that such acquired  
8 corporation, if a professional service corporation under  
9 Idaho law, is not engaged in a business or profession other  
10 or different than the profession the professional purposes  
11 for which this Corporation is organized, or if such acqui-  
12 sition is not a professional service corporation, then such  
13 acquisition shall be for investment purposes only;

14 (8) to take such steps, perform such acts as may be  
15 reasonably necessary to promote, protect and preserve the  
16 investments of this Corporation in any shares of stock,  
17 securities, bonds or other evidences of indebtedness in any  
18 other corporation;

19 (9) to establish for the benefit of its employees, one  
20 or more pension plans, or profit-sharing plans, or other  
21 employee benefits, retirement or incentive compensation  
22 plans;

23 (10) to have one or more officers to carry on all or  
24 any part of the conduct of the professional affairs and  
25 business of the Corporation and to do all and everything  
26 necessary, ethically suitable, convenient or proper for  
27 the accomplishment of any of the purposes or the attainment  
28 of any one or more of the objects in these Articles named  
29 and permitted by law, or which shall at any time appear  
30 conducive or expedient under the laws and in accordance with  
31 ethics of the profession or benefit of the Corporation, and  
32 which now or hereafter may be authorized by law, and this

1 to the same extent and as fully as natural persons might or  
2 could do, as principals, agents, trustees or otherwise, and  
3 either alone or in connection with any person, firm, assoc-  
4 iation or corporation;

5 (11) to have and to exercise any and all powers and  
6 privileges now or hereafter conferred by the laws of the  
7 State of Idaho upon professional service corporations per-  
8 formed under the Professional Service Corporation Act of the  
9 State of Idaho, or under any act amendatory thereof, or  
10 supplemental thereto, or substituted therefor;

11 (12) to render professional services as licensed phy-  
12 sicians through its officers, employees and agents only,  
13 and only upon said officers, employees and agents being  
14 properly and duly licensed or otherwise legally authorized  
15 to render professional services within the State of Idaho;  
16 provided, however, that any officer, shareholder, agent or  
17 employee of this Corporation shall remain personally and  
18 fully liable and accountable for any negligent or wrongful  
19 act or misconduct committed by him, or by any person under  
20 his direct supervision and control, while rendering pro-  
21 fessional services on behalf of this Corporation to the  
22 person for whom such professional services were being ren-  
23 dered and, further, providing that this Corporation shall  
24 be liable in addition thereto, up to the full value of its  
25 property for any negligent or wrongful acts or misconduct  
26 committed by any of its officers, shareholders, agents or  
27 employees while the same are engaged on behalf of the Corp-  
28 oration in the rendering of such professional services and,  
29 provided, further, that any officer, shareholder, agent or  
30 employee of this Corporation who has been licensed to render  
31 professional services to the public becomes legally dis-  
32 qualified to render such professional services within the

1 State of Idaho, or is elected to a public office, or accepts  
2 employment that, pursuant to the existing law, places re-  
3 strictions or limitations upon his continued rendering of  
4 such professional services under the law, such person shall  
5 sever all employment with, and financial interests in this  
6 Corporation forthwith, and shall return any capital stock  
7 of this Corporation held by such individual to the treasury  
8 of the Corporation, to be cancelled or otherwise disposed  
9 of by this Corporation in accordance with the provisions  
10 hereof and the bylaws of this Corporation.

11 The foregoing clauses are to be construed both as objects  
12 and powers; and it is hereby expressly provided that enumeration  
13 herein of specific objects and powers shall not be held to limit  
14 or restrict in any manner the general powers of the Corporation;  
15 provided, however, that nothing contained herein shall be  
16 deemed to authorize or permit the Corporation to carry on any  
17 business or to exercise any power or to do any act which a pro-  
18 fessional corporation formed under the Professional Services  
19 Corporation Act of the State of Idaho, or any amendment thereof,  
20 or supplement thereto, or substitute therefor, may not at the  
21 time lawfully carry on or do.

### 22 23 THIRD

24 This Corporation is to have perpetual existence.

### 25 26 FOURTH

27 The location and post office address of the registered  
28 agent of the Corporation is 425 West Bannock, Boise, Idaho,  
29 83702, and the name of the registered agent at that address shall  
30 be C. C. Johnson.

1  
2 FIFTH

3 There shall be only one class of capital stock of this  
4 Corporation, which shall be designated as common stock, and  
5 such common stock shall be and consist of 5,000 shares, each  
6 with a par value of \$1.00 per share, totaling in the aggregate  
7 the sum of \$5,000, each share being non-assessable.

8 (a) The capital stock of the Corporation may only be  
9 issued to an individual who is a duly licensed physician or  
10 otherwise legally authorized in good standing to practice  
11 medicine within the State of Idaho.

12 (b) Common stock of this Corporation passing by the  
13 operation of law or by the laws of descent and distribution,  
14 or by other legal fashion to any person, firm or other  
15 individual or organization, who is at the time not a lic-  
16 ensed physician or otherwise legally authorized to practice  
17 medicine under the laws of the State of Idaho, shall be  
18 transferred to this Corporation and this Corporation shall  
19 pay for such stock in the fashion and in accordance with  
20 the provisions of the bylaws and amendments thereto of this  
21 Corporation.

22 (c) No voting trust, agreement, or other type of  
23 arrangement, the effect of which would place the common  
24 capital stock of this Corporation in any ownership other  
25 than an individual licensed to practice medicine under the  
26 laws of the State of Idaho, shall be recognized or effective.

27 (d) If any individual stockholder, as herein provided,  
28 shall become disqualified to render professional services  
29 within the State of Idaho, or is elected to public office,  
30 or accepts employment that, pursuant to existing law,  
31 places restrictions or limitations upon such individual's  
32 continued rendering of such medical services, then the



1 common stock of this Corporation owned by said individual  
2 shall be forthwith returned to this Corporation and this  
3 Corporation shall pay for such common stock in the fashion  
4 and in accordance with the provisions of the bylaws of this  
5 Corporation.

6 (e) A stockholder of any of the common capital stock  
7 of this Corporation may not transfer shares of this Corp-  
8 oration except to another individual who is eligible to be  
9 a stockholder of this corporation in accordance with the  
10 provisions hereof, and only after such sale or transfer  
11 shall have been approved at a stockholder's meeting, spe-  
12 cifically called for that purpose, by not less than a maj-  
13 ority of the outstanding stock of this Corporation, not  
14 including the shares of the stockholder proposing to sell  
15 or transfer such shares in the counting of the votes for  
16 any purpose of such meeting, unless all stockholders and  
17 all shares of stock vote in favor of a consent that such  
18 stock of the transferring stockholder be so voted.

19 (f) The stockholders shall have the power to include  
20 in the bylaws and amendments thereto, adopted by a two-  
21 thirds (2/3) majority vote of all stockholders, any reg-  
22 ulation or restriction governing the sale, transfer, call  
23 or other disposition of the Corporation's outstanding  
24 stock. Such provision shall not affect the rights of  
25 third parties without notice, unless evidence of this power  
26 is shown as a legend on the stock certificate.

## 27 SIXTH

28 The names and post office addresses of the incorporators,  
29 who shall also serve as the initial directors until the election  
30 of the first Board of Directors, and the number of shares sub-  
31  
32

1 scribed for by each, are as follows:

2 <u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
3 C. C. JOHNSON	425 W. Bannock Boise, ID 83702	One

5  
6 SEVENTH

7 The private property of the stockholders of the corporation  
8 shall not be subject to the payment of corporate debts to any  
9 extent whatever. The stock of the corporation shall be subject  
10 to assessment for the purpose of paying expenses, conducting  
11 business, or paying debts of the corporation to such extent  
12 and subject to such limitations as may be approved by the holder  
13 of a two-thirds (2/3) majority of all outstanding shares at a  
14 meeting specifically called and noticed for such purpose.

15  
16 EIGHTH

17 The number of directors of the Corporation shall be as  
18 specified in the By-Laws, and amendments thereto, and such num-  
19 ber may from time to time be increased or decreased in such  
20 manner as may be prescribed in the By-Laws, and amendments there-  
21 to, provided, that the number of directors of the Corporation  
22 shall not be less than one (1). In case of any increase in the  
23 number of directors, the additional directors may be elected by  
24 the directors then in office, and the directors so elected shall  
25 hold office until the next annual meeting of the stockholders  
26 and until their successors are elected and qualified. Each  
27 director must be a licensed physician in good standing under the  
28 laws of the State of Idaho.

29  
30 NINTH

31 Stockholders of the Corporation shall have pre-emptive and  
32 preferential rights of subscription to any shares of stock of the  
Corporation, whether now or hereafter authorized, or to any

1 obligations convertible into stock of the Corporation, or to  
2 obligations of the Corporation convertible into stock.

3  
4 TENTH

5 A voluntary sale, lease or exchange of all of the property  
6 and assets of the Corporation, including its good will and its  
7 corporate franchises, may be made by the Board of Directors upon  
8 such terms and conditions as it may deem expedient for the best  
9 interests of the Corporation, after authorization by the share-  
10 holders pursuant to Section 30-1-79, Idaho Code.

11  
12 ELEVENTH

13 No contract or other transaction between the Corporation  
14 and any other corporation and no act of the Corporation shall  
15 in any way be affected or invalidated by the fact that any of  
16 the directors of the Corporation are pecuniarily, or otherwise  
17 interested in, or are directors or officers of, such other  
18 corporation, any director individually, or any firm of which  
19 any director may be a member, may be a party to, or may be pe-  
20 cuniarily or otherwise interested in, any contract or transaction  
21 of the Corporation, provided that the fact that he or such firm  
22 is so interested shall be disclosed or shall have been known to  
23 the Board of Directors or a majority thereof, and any director  
24 of the Corporation who is also a director or officer of such  
25 other corporation, or who is so interested, may be counted in  
26 determining the existence of a quorum at any meeting of the  
27 Board of Directors of the Corporation which shall authorize any  
28 such contract or any such transaction with like force and effect  
29 as if he were not such director or officer of such other corp-  
30 oration or not so interested.

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TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-laws of the Corporation and to adopt new By-laws, and the Corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, I, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation the 2nd day of July, 1981.

  
C. C. JOHNSON

STATE OF IDAHO )  
                  : ss.  
County of Ada

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared C. C. JOHNSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho