# ARTICLES OF INCORPORATION OF MATTHEW A. STEIN, JR., M.D., P.A.

KNOW ALL MEN BY THESE PRESENTS: That I, the indersigned, Robert P. Brown, a natural person of full age and a resident and citizen of the State of Idaho, as Incorporator, do hereby execute, acknowledge and adopt these Articles of Incorporation, in duplicate, certifying as follows:

#### Article I.

## Name

The name of the corporation is and shall be:

MATTHEW A. STEIN, JR., M.D., P.A.

#### Article II.

## **Purposes**

The purposes for which said corporation is formed and organized are:

- (a) To engage in and conduct the business of rendering professional services as physicians and surgeons, including any other or similar services to the public usually and customarily rendered by physicians and surgeons, authorized and licensed as such by the laws of the State of Idaho.
- (b) To invest funds for said corporation in any type of investment, including, but not limited to, real estate, mortgages, stocks and bonds.

(c) To acquire, hold, lease, manage and maintain real and personal property necessary for the rendering of authorized professional services of such corporation.

## Article III.

#### **Duration**

Said corporation shall have perpetual existence.

#### Article IV.

## Location of Registered Office and Agent

The address of the initial registered office of the corporation is 321 13th Street, Lewiston, ID 83501, and the name of the registered agent at such address is Robert P. Brown.

#### Article V.

## Capital Stock

The amount of the capital stock which the corporation is authorized to issue shall be fifty thousand (50,000) shares.

#### Article VI.

## Incorporator

The name and address of the Incorporator is:

Robert P. Brown 321 13th Street Lewiston, ID 83501

## Article VII.

#### Directors

The number of directors of the corporation shall be as, from time to time, specified in the Bylaws of the corporation. The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of stockholders or until his successor is elected and shall qualify is:

Matthew A. Stein, Jr., M.D. 531 Fourth Avenue Lewiston, ID 83501

### Article VIII.

#### Shareholders

Qualified shareholders of said corporation shall be limited to individuals duly licensed and/or otherwise legally authorized to render professional services to the public as physicians and surgeons as defined and prescribed by the laws of the State of Idaho.

#### Article IX.

#### Transfer of Shares

No shareholder of said corporation may sell, assign or transfer his shares in said corporation except to another individual who is eligible to be a shareholder of said corporation, in accordance with these Articles of Incorporation, and any such sale, assignment or transfer may be made only after the same shall have been approved with the Bylaws and regulations of said corporation appertaining to sale, assignment or transfer

of shares of stock. Said corporation may provide further and additional restraints, restrictions or alienation of shares of its stock by its duly constituted Bylaws and amendments thereto, to be hereinafter adopted, and shall likewise be authorized to provide for the purchase or redemption by the corporation of its shares of stock, either from surplus funds or otherwise in accordance with the Bylaws of said corporation, provided that such purchase or redemption rights by the corporation of its shares not be invoked at a time or in a manner that would impair the capital of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of June, 1998.

ROBERT P. BROWN

STATE OF IDAHO)

SS.

County of NEZ PERCE )

On this 25th day of June, 1998, before me the undersigned, a notary public in and for the State of Idaho, personally appeared ROBERT P. BROWN, known to me to be the person whose name is subscribed to the within and foregoing 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 first above written.

Notary Public in and for the State of Idaho

Residing at Juliaetta

My Commission Expires: 9/6/2000