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DEC 24 2018

**Certificate of Need Application**  
**Determination of Reviewability Ambulatory Surgery Center/Facility**  
 (Do not use this form for any other type of ASC/ project)

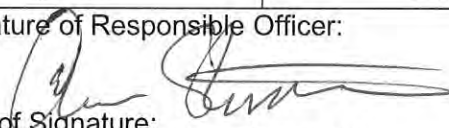
CERTIFICATE OF NEED PROGRAM  
 DEPARTMENT OF HEALTH

**DOR19-13**

Certificate of Need applications must be submitted with a fee in accordance with Washington Administrative Code (WAC) 246-310-990.

The Department of Health (department) will use this application to determine whether my ambulatory surgical center requires a Certificate of Need under state law and rules. Criteria and consideration used to make the required determinations are Revised Code of Washington (RCW) 70.38 and Washington Administrative Code (WAC) 246-310. I certify that the statements in the application are correct to the best of my knowledge and belief. I understand that any misrepresentation, misleading statements, evasion, or suppression of material fact in this application may be used to take actions identified in (WAC) 246-310-500.

My signature authorizes the department to verify any responses provided. The department will use such information as appropriate to further program purposes. The department may disclose this information when requested by a third party to the extent allowed by law.

Owner/Operator Name of the surgical facility as it appears on the UBI/Master Business License Empire Eye Physicians, P.S.		
UBI # 600 602 937	Federal Tax ID (FEIN) # 91-1308360	
Mailing Address 1414 N. Houk Road, Suite 103		
City Spokane Valley	County Spokane	Zip Code 99216
Name and Title of Responsible Officer (Print): Christopher Sturbanm, M.D. Owner	Signature of Responsible Officer:  Date of Signature: December 5, 2018	
Phone number (10-digit): (509) 922-3937	Fax number (10-digit): (509) 928-0784	
Email Address: jai.nelson@empireeye.com	Website Address: EmpireEye.com	
Identify the purpose of this application:		
<input type="checkbox"/> New Facility	<input type="checkbox"/> Facility Expansion – Operating Room Increase	
<input type="checkbox"/> Change of Ownership	<input type="checkbox"/> Facility Expansion – Service Increase	
<input checked="" type="checkbox"/> Facility Relocation	<input type="checkbox"/> Other (please provide a letter describing)	



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CERTIFICATE OF NEED PROGRAM  
DEPARTMENT OF HEALTH

## Ambulatory Surgery Center/Facility Certificate of Need Determination of Reviewability Application Packet

### Contents:

1.	260-014	Contents List/Mailing Information.....	1 Page
2.	260-014	Definitions	1 Page
3.	260-014	Application Instructions.....	1 Page
4.	260-014	Determination of Reviewability Application.....	6 Pages
5.	RCWWAC and Website Links.....		1 Page

### Submission Instructions:

Provide one paper copy of the application. If you wish to provide an additional copy in an electronic format, please provide on a CD or thumb drive.

### To be accepted, the application must include:

- A completed and signed Certificate of Need application, including the face sheet
- A check or money order for the review fee of **\$1,925** payable to **Department of Health**.
- Mail or deliver the application and review fee to:

#### Mailing Address:

Department of Health  
Certificate of Need Program  
P O Box 47852  
Olympia, Washington 98504-7852

#### Other Than By Mail:

Department of Health  
Certificate of Need Program  
111 Israel Road SE  
Tumwater, Washington 98501

### Contact Us:

Certificate of Need Program Office 360-236-2955

## Definitions

The Certificate of Need (CN) Program will use the information in your application to determine if your project meets the applicable review criteria. These criteria are included in state law and rules. Revised Code of Washington ([RCW](#)) [70.38](#) and Washington Administrative Code ([WAC](#)) [246-310](#).

A physician's office with a room for performing only office-based procedures is not subject to CN review, unless physicians outside the practice use the room. A facility is subject to CN review **if it is used primarily for surgical procedures**. For example, if the majority of a facility's business hours are dedicated to surgical procedures, then it likely is subject to CN review. A physician's clinical office that closes one day a week to operate as a Medicare-certified ambulatory surgical center might not be subject to CN review because the facility **as a whole** is used primarily to provide clinical services. The fact that a facility has an ambulatory surgical facility license does not determine whether a Certificate of Need is required. Nonetheless, if a facility is required to have a license because **it is used primarily for surgical procedures**, then it is likely subject to CN review for the same reason. For more information, please see the department's interpretation of WAC [246-310-010\(5\)](#) [18-01 Interpretive Statement](#).

[RCW 70.38.105](#) requires new healthcare facilities to obtain a Certificate of Need.

[RCW 70.38.025\(6\)](#) defines healthcare facilities to include ambulatory surgical facilities.

**"Ambulatory surgical facility"** or **"ASF"** means any free-standing entity, including an ambulatory surgery center that operates primarily for the purpose of performing surgical procedures to treat patients not requiring hospitalization. This term does not include a facility in the offices of private physicians or dentists, whether for individual or group practice, if the privilege of using the facility is not extended to physicians or dentists outside the individual or group practice. ([WAC 246-310-010\(5\)](#))

**"Ambulatory surgical center"** or **"ASC"** is also a term for a facility that provides ambulatory surgical procedures. The Centers for Medicare and Medicaid use this term for billing purposes. CN review is not required for an ambulatory surgical center unless it also fits the definition of an ambulatory surgical facility in [WAC 246-310-010\(5\)](#).

**"Person"** means an individual, a trust or estate, a partnership, any public or private corporation (including associations, joint stock companies, and insurance companies), the state, or a political subdivision or instrumentality of the state, including a municipal corporation or a hospital district. ([WAC 246-310-010\(42\)](#))



## Application Instructions

### General Instructions:

- Include a table of contents for application sections and appendices/exhibits
- Number **all** pages consecutively
- **Do not** bind or 3-hole punch the application.
- Make the narrative information complete and to the point.
- If any sections are not large enough to contain your response, please attach additional pages as necessary. Ensure that any attached pages are clearly labeled with the applicable question or section.
  
- If any of the documents provided in the application are in draft form, a draft is only acceptable if it includes the following elements:
  - a. identifies all entities associated with the agreement,
  - b. outlines all roles and responsibilities of all entities,
  - c. identifies all costs associated with the agreement, and
  - d. includes all exhibits that are referenced in the agreement.

**Do not skip any questions in this application. If you believe a question is not applicable to your project, provide rationale as to why it is not applicable.**

## Surgical Facility Owner/Operator Information

**1. Organization.** Check the type of business organization and attach a copy of business formation documents.

<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Partnership	<input type="checkbox"/> Limited Liability Partnership
<input checked="" type="checkbox"/> Professional Services Corporation	<input type="checkbox"/> Sole Proprietor
<input type="checkbox"/> Independent Practice Association (IPA)	<input type="checkbox"/> Other (describe)

**2. Members/partners/shareholders.** Identify persons with an ownership interest in the surgical facility and their respective ownership percentage. If more than one owner, provide a copy of the legal document establishing the ownership interests.

Name	Percent Ownership
Mark Kontos, M.D.	50%
Christopher Sturbanm, M.D.	50%

**3. Will the surgical facility be operated under a management agreement?**  
 Yes                       No  
 If yes, attach a copy of the management agreement.

**4. Identify any entity other than the surgical facility owner/operator that has a financial interest in the operation of the surgical facility.** This includes, but is not limited to, timeshare agreements and cooperative agreements with administrative service providers.  
  
 N/A  
 Provide a copy of the agreement.

## Clinical Practice Owner/Operator Information

**5. Type of Practice.** Check the type of practice.

Solo practice

Group practice (provide a copy of the group practice agreement)

Independent Practice Association (IPA)

Other (describe)

<b>6. Is the owner/operator the same for both the ASF and clinical practice?</b>		
<input checked="" type="checkbox"/> Yes – move on to question 7 <input type="checkbox"/> No		
If no, complete the following information for the <b>Clinical Practice</b> .		
Owner/Operator Name of the clinical practice as it appears on the UBI/Master Business License		
UBI #		Federal Tax ID (FEIN) #
Mailing Address		
City		State
		Zip Code
Identify persons with an ownership interest in the clinical practice and their respective ownership percentage. If more than one owner, provide a copy of the legal document establishing the ownership interests.		
Name		Percent Ownership

**Facility Information**

<p><b>7. Physical Address (check one).</b> Include any information necessary to locate the site of the clinical practice and surgical facility such as suite or building number. Attach additional pages as necessary.</p> <p><input checked="" type="checkbox"/> The physical address of the site is the same as the Applicant's mailing address.</p> <p><input type="checkbox"/> The physical address of the facility is: The current address is 1414 N. Houk Road, Suite 103 Spokane Valley, WA 99216. The new address will be 16010 E. Indiana Avenue, Spokane Valley, WA 99216.</p> <hr/> <p><input checked="" type="checkbox"/> The clinical practice has more than one practice site. The additional addresses are below. Attach additional pages as necessary. 2175 N. Main Street Coeur d'Alene, ID 83835</p>
<p><b>8. Although you are not required to apply for an ASF license before a CN determination is issued, have you applied for a license?</b></p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If no, do you intend to apply for an ambulatory surgical facility license?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>

**9. Number of Operating Rooms**

Identify the number of operating rooms 2

Note: for Certificate of Need purposes, procedure rooms are considered operating rooms.

**Floor Plan:** Attach a floor plan, to scale, clearly indicating the clinical spaces, surgery center, and operating rooms.

**Clinical and Surgical Services**

**10. Clinical Services.** Describe the clinical services provided at this site.

Ophthalmology clinical services

**11. Surgical Services.** We perform only office-based procedures in the facility.

Yes  No

**12. Surgical Procedures.** Check all surgical procedures performed in the facility.

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Ear, Nose, & Throat      | <input type="checkbox"/> Gynecology       | <input type="checkbox"/> Oral Surgery    |
| <input type="checkbox"/> Plastic Surgery          | <input type="checkbox"/> Gastroenterology | <input type="checkbox"/> Maxillo facial  |
| <input type="checkbox"/> Orthopedics              | <input type="checkbox"/> Podiatry         | <input type="checkbox"/> General Surgery |
| <input checked="" type="checkbox"/> Ophthalmology | <input type="checkbox"/> Pain Management  | <input type="checkbox"/> Urology         |
| <input type="checkbox"/> Other (describe)         |   |  |

**13. Will you be charging a facility fee related to Medicare reimbursement?**

Yes  No

Some, but not all procedures are subject to a facility fee.  
Describe the procedures subject to a facility fee:

**14. Scheduling Interval.** Identify the days and times you schedule the facility for clinical services and surgical procedures. If you schedule clinical services and surgical services on an interval other than daily, such as a weekly or monthly, please describe the interval, specifying the number of hours and the interval that the facility is used for clinical practices and surgical procedures.

<b>Clinical Practice</b> Day(s) and time(s):	<input type="checkbox"/> Sun: from _____ am/pm to _____ am/pm <input checked="" type="checkbox"/> Mon: from <u>8</u> am/pm to <u>5</u> am/pm <input checked="" type="checkbox"/> Tue: from <u>8</u> am/pm to <u>5</u> am/pm <input checked="" type="checkbox"/> Wed: from <u>8</u> am/pm to <u>5</u> am/pm <input checked="" type="checkbox"/> Thur: from <u>8</u> am/pm to <u>5</u> am/pm <input checked="" type="checkbox"/> Fri: from <u>8</u> am/pm to <u>5</u> am/pm <input type="checkbox"/> Sat: from _____ am/pm to _____ am/pm
<b>Surgical Procedures</b> Day(s) and time(s):	<input type="checkbox"/> Sun: from _____ am/pm to _____ am/pm <input checked="" type="checkbox"/> Mon: from <u>7</u> am/pm to <u>4</u> am/pm <input checked="" type="checkbox"/> Tue: from <u>7</u> am/pm to <u>4</u> am/pm <input checked="" type="checkbox"/> Wed: from <u>7</u> am/pm to <u>4</u> am/pm <input checked="" type="checkbox"/> Thur: from <u>7</u> am/pm to <u>4</u> am/pm <input checked="" type="checkbox"/> Fri: from <u>7</u> am/pm to <u>4</u> am/pm <input type="checkbox"/> Sat: from _____ am/pm to _____ am/pm

**Physicians Using the Surgical Facility**

**15. Owner Physicians.** Identify the physicians with an ownership interest in the clinical practice that will be using the surgical facility. Attach additional pages as necessary

Name	Credential #
Mark Kontos, M.D.	MD00030698
Christopher Sturbaum, M.D.	MD00034861

**16. Employee Physicians.** Identify physicians who are employees of the clinical practice that will be using the surgical facility. Attach additional pages as necessary.

Name	Credential #	% of time employed by applicant's practice



For each employee physician that is not 100% employed by the applicant's practice, please attach a written statement with the following information:

- Identify the physician
- If the physician is employed by other practices, identify the name of other practices;
- Identify the percentage of time the physician is employed by the other practices.

**17. Are there physicians who will be using the surgical facility who are not included in the response to question #15 or #16 above?**

Yes       No

**If yes**, please attach a written statement with the following information:

- Provide the name and credential # of the physician
- Identify the name of physician's other practice sites
- Identify the percent of time the physician conducts business at the other practice sites
- Provide a description of services provided at the other practice sites.
- Fully describe the business relationship under which the physician will be using the surgical facility.

## Certificate of Need Program Revised Code of Washington (RCW) and Washington Administrative Code (WAC)

Certificate of Need Program laws [RCW 70.38](#)

Certificate of Need Program rules [WAC 246-310](#)

<b>WAC Reference</b>	<b>Title/Topic</b>
<a href="#">246-310-010</a>	Certificate of Need Program —Definitions
246-310-010	<a href="#">Interpretive Statement CN 01-18</a> – Interpretation of WAC 246-310-010(5), definition of Ambulatory Surgical Facility
<a href="#">246-310-270</a>	Certificate of Need Program —Ambulatory Surgery

APPENDIX A  
BYLAWS

BYLAWS  
OF  
SMITH F. HOGSETT, III, M.D., P.S.

ARTICLE I

Name, Registered Office, and Registered Agent

Section 1. Name. The name of this Corporation is SMITH F. HOGSETT, III, M.D., P.S.

Section 2. Registered Office and Registered Agent. The address of the Registered Office of this Corporation is Suite 326, Medical Center Building, Spokane, Washington, 99204. The name of the initial Registered Agent of this Corporation at that address is Smith F. Hogsett, M.D. Such Registered Office and/or Registered Agent may be changed at any time in accordance with the laws of the State of Washington.

ARTICLE II

Seal and Fiscal Year

Section 1. Seal. The seal of this Corporation, if any, shall have inscribed on it the name of this Corporation, and the words "Corporate Seal, State of Washington."

Section 2. Fiscal Year. The fiscal year of this Corporation shall be determined by the Board of Directors.

ARTICLE III

Shareholders Meetings

Section 1. Place of Meetings. The meetings of the Shareholders shall be held at the business office of the Corporation, or at any other place (within or without the State of Washington) which the Board of Directors or the Shareholders may from time-to-time select.

Section 2. Annual Meeting. An annual meeting of the Shareholders shall be held on the first Friday of the last month of each fiscal year, if not a legal holiday, and if such day is a legal holiday, then on the next secular day that is not a legal holiday, at the business office of the Corporation. At such meeting, the Shareholders shall elect a Board of Directors and transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for it, any Shareholder may call it.

Section 3. Special Meetings. Special meetings of the Shareholders may be called by the President, by any one of the



Board of Directors, or by the holders of thirty-three percent (33%) or more of the shares outstanding and entitled to vote.

Section 4. Notice of Meetings. A written or printed notice of each Shareholders' meeting, stating the place, date, and hour of the meeting, and in case of a Special Meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the Corporation, or by the person authorized to call the meeting, to each Shareholder of record entitled to vote at the meeting. This notice shall be sent at least ten (10) days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each Shareholder by United States mail or telegram, charges prepaid, to his address appearing on the books of the Corporation.

Section 5. Waiver of Notice. A Shareholder, either before or after a Shareholders' meeting, may waive notice of the meeting, and his waiver shall be deemed an equivalent of giving notice. Attendance at a Shareholders' meeting, either in person or by proxy, of a person entitled to notice, shall constitute a waiver of notice of the meeting, unless such Shareholder or proxy attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Voting Rights. Subject to the provisions of the laws of the State of Washington, and unless otherwise provided in the Articles of Incorporation, each holder of capital stock in this Corporation shall be entitled at each Shareholders' meeting to one vote for every share of stock standing in his name on the books of the Corporation. Transferees of shares that are transferred on the books of the Corporation within ten (10) days preceding the date set for the meeting shall not be entitled to notice of, or to vote at, the meeting.

Section 7. Proxies. Subject to the Professional Corporation laws of the State of Washington, a Shareholder entitled to vote may vote in person or by proxy executed in writing by the Shareholder or by his attorney-in-fact. A proxy should not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated in it.

Section 8. Quorum. The presence, in person or by proxy, of the holders of a majority or more of the shares outstanding and entitled to vote shall constitute a quorum at meetings of Shareholders. At a duly organized meeting, Shareholders present can continue to do business until adjournment even though enough Stockholders withdraw to leave less than a quorum.

Section 9. Adjournments. Any meeting of Shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjournment at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 10. Informal Action by Shareholders. Any action that may be taken at a meeting of Shareholders may be taken without a meeting if a Consent in Writing setting forth the action is signed by all Shareholders entitled to vote on the action and filed with the Secretary of the Corporation. This Consent shall have the same effect as a unanimous vote at a Shareholders' meeting.

#### ARTICLE IV

##### Board of Directors

Section 1. Number, Qualifications, and Terms of Office. The property, affairs and business of the Corporation shall be managed by the Board of Directors. Except as hereinafter provided, Directors shall be elected at the Annual Meeting of the Shareholders and each Director shall serve for one year and until his successor shall be elected and qualified. There shall be no fewer than one (1) nor more than seven (7) Directors. The number of Directors may be increased or decreased from time-to-time by an amendment to these Bylaws. Any increase in the number of Directors shall be elected by the Shareholders at the next regular, annual, or any special meeting called for that purpose.

The Directors must be Shareholders of the Corporation and must be duly licensed or otherwise legally authorized to render services as an Ophthalmologist in the State of Washington. If any Director becomes legally disqualified to render services as an Ophthalmologist in the State of Washington, he shall immediately sever all employment with and financial interest in this Corporation in accordance with the Articles of Incorporation, these Bylaws, and any agreements between such Director and the Corporation.

Section 2. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. Each Director so selected shall serve until his successor is elected by the Shareholders at the next Annual Meeting, or at a Special Meeting earlier called for that purpose. The other members of the Board of Directors may declare vacant the office of a Director who is convicted of a felony or who is declared of unsound mind by an Order of Court.



Section 3. Compensation. Directors shall not receive a salary for their services as a Director. However, by Resolution of the Board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board. A Director may serve the Corporation in a capacity other than that of Director, and receive compensation for the services rendered in that other capacity.

Section 4. Removal. At a meeting of Shareholders called for that purpose, the entire Board of Directors or any individual Director may be removed from office without assignment of cause by the vote of a majority of the shares entitled to vote at an election of Directors.

## ARTICLE V

### Meetings of the Board

Section 1. Place of Meetings. The meetings of the Board of Directors may be held at the business office of the Corporation or (subject to Section 2 of Article V of these Bylaws) at any place within or without the State of Washington that a majority of the Board of Directors may from time-to-time by Resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year immediately after the Annual Meeting of the Shareholders at the place that meeting has been held, to elect Officers and consider other business.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be set at such periodic times as are determined by Resolution of the Board of Directors.

Section 5. Notice of Meetings. Notice of the Annual Meeting of the Board of Directors, or regular meetings of the Board of Directors, need not be given. Oral or written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each Director at least twenty-four (24) hours before the meeting. Written notice may be given either personally or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each Director appearing on the books of the corporation.

Section 6. Waiver of Notice. A Director may waive in writing notice of a special meeting of the Board either before or

after the meeting; and his waiver shall be deemed to be equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum. At the meeting of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board.

Members of the Board of Directors or any committee designated by these Bylaws or appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 8. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting of which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

Section 9. Informal Action. If all of the Directors, severally or collectively, consent in writing to any action taken or to be taken by the Corporation and the writing or writings evidencing such consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been unanimously authorized at a meeting of the Board.

## ARTICLE VI

### Officers, Agents, and Employees

Section 1. Officers. The Officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary, Treasurer, or Secretary-Treasurer. Other Officers, assistant Officers, agents, and Employees, that the Board of Directors from time-to-time may deem necessary, may be elected by the Board or be appointed in a manner prescribed by the Board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary, unless there is only one Shareholder of



the Corporation. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws. The Officers of this Corporation must be duly licensed or otherwise legally qualified to render services as an Ophthalmologist in the State of Washington. If any Officer of this Corporation becomes legally disqualified to render services as an Ophthalmologist in the State of Washington, he shall immediately sever all employment with and financial interest in this Corporation in accordance with the Articles of Incorporation, these Bylaws, and any agreement between such Officer and the Corporation.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation, or otherwise, it shall be filled by the Board of Directors. However, the person selected to fill the vacancy must be qualified under the Articles, Bylaws, and the provisions of Washington law. The Officers so selected shall hold the office until a successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the Officers of the Corporation. The salaries of other agents and Employees of the Corporation may be fixed by the Board of Directors or by an Officer to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An Officer or Agent of the Corporation may be removed by a majority of the Board of Directors whenever, in their judgment, the best interests of the Corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 5. President - Powers and Duties. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision of the business of the Corporation. He shall preside at all meetings of Shareholders and Directors and discharge the duties of a presiding Officer, shall present at each Annual Meeting of the Shareholders a report of the business of the Corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time-to-time prescribe.

Section 6. Vice President - Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall also perform whatever duties and have whatever powers the Board of Directors may from time-to-time assign him.

Section 7. Secretary - Powers and Duties. The Secretary shall attend all meetings of the Directors and of the Shareholders and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall keep the corporate seal of the Corporation, if any, and when directed by the Board of Directors, shall affix it to any instrument requiring it. He shall give, or cause to be given, required notice of all meetings of the Directors or of the Shareholders, and shall perform whatever additional duties the Board of Directors and the President may from time-to-time prescribe.

Section 8. Treasurer - Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements, and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the Corporation and shall render to the President or the Board of Directors whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the Corporation.

Section 9. Delegation of Duties. Whenever an Officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any Director or Directors.

## ARTICLE VII

### Share Certificates and Transfers of Shares

Section 1. Share Certificates. The Share Certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the President or the Vice President and the Secretary. Every certificate of stock issued by the Corporation shall state on its face or on its reverse side language sufficient to comply with the provisions of the Washington Professional Service Corporation Act, and the Corporation shall take all necessary and appropriate action to comply with such provision. In addition, each certificate of the Corporation, when issued, shall have endorsed on its face the following words:

"Sale, transfer, or hypothecation of the shares represented by this certificate, is restricted by Article VII of the Bylaws of the Corporation, by the Articles of Incorporation, and perhaps by a Buy-Sell or similar Agreement, copies of which may be inspected at the principal office of the Corporation."

Section 2. Registered Shareholders. The Corporation shall be entitled to treat the holder of record of shares as the holder-in-fact, and, except as otherwise provided by the laws of the State of Washington, shall not be bound to recognize any equitable or other claim to or interest in the shares.

Section 3. Transfers of Shares. Shares of the Corporation shall only be transferred on its books upon the surrender to the Corporation of the share certificates duly endorsed or accompanied by a proper evidence of succession, assignment, or authority to transfer. In that event, the surrendered certificates shall be cancelled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the Corporation.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The Board, in its discretion, may as a condition precedent to issuing the new certificate require the owner to indemnify the Corporation and the Board against any claim that may be made against the Corporation on the certificate allegedly destroyed or lost.

Section 5. Restrictions. The shares of this corporation shall not be issued to or held by anyone other than an individual who is duly licensed or legally authorized to render professional services as an Ophthalmologist in the State of Washington.

No Shareholder may sell or transfer any of his shares of stock of this Corporation except to another individual who is eligible to be a Shareholder of this Corporation.

No Shareholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If any Director, Officer, Shareholder, agent, or Employee of this Corporation becomes legally disqualified to render professional services as an Ophthalmologist within the State of Washington, he shall immediately sever all employment with, and financial interest in this Corporation in accordance with the Articles of Incorporation, these Bylaws, and any agreements between such individual and the Corporation.

If any shares of this Corporation are transferred to any person or entity ineligible to be a Shareholder of this Corporation, whether such transfer be voluntary or involuntary,

or by operation of law, all shares which are transferred shall be redeemed or cancelled by the Corporation.

Section 6. Sub-Chapter S Election. In the event the Corporation shall have in force a valid election under Section 1372(a) of the Internal Revenue Code, or comparable provisions thereof (Sub-Chapter S election), no Shareholder shall make any transfer of shares, otherwise allowed by the Articles or Bylaws of this Corporation, or any Shareholder's agreement, which would result in revocation of such tax option status, unless the existing shareholders unanimously consent to such transfer.

## ARTICLE VIII

### Special Corporate Acts

Section 1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

Section 2. Signing of Checks or Notes. Checks, notes, drafts, and demands for money shall be signed by the Officer or Officers from time-to-time designated by the Board of Directors.

Section 3. Voting Shares Held in Other Corporations. In the absence of other arrangement by the Board of Directors, shares of stock issued by any other corporation and owned or controlled by this Corporation, may be voted at any Shareholders' meeting of the other Corporation by the President of this Corporation, or, if he is not present at the meeting, by the Vice President of this Corporation. In the event neither the President nor the Vice President is to be present at a meeting, the shares may be voted by such person as the President and Secretary of the Corporation shall be duly executed proxy designate to represent the Corporation at the meeting.

Section 4. Indemnification of Directors and Officers. The corporation shall indemnify any and all Directors or Officers or former Directors or former Officers or any person who may have served at its request as a Director or Officer of a Corporation in which it owned shares of capital stock or of which it is a creditor against expenses actually or necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been Directors or Officers or a Director or an Officer of the Corporation, or of such other Corporation. This indemnification shall not apply, however, to matters as to which such Director or Officer or former Director or Officer or person



shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any law, bylaw, agreement, vote of Shareholders, or otherwise.

Section 5. Transaction in Which Directors Are Interested. No director of the Corporation shall be disqualified from deliberating upon, voting upon, or having his presence counted for the purpose of a quorum by reason of the fact that he may either directly or indirectly have an interest, whether pecuniary or otherwise, in any transaction to be considered by or voted upon by the Board of Directors, so long as the Director shall make a prior disclosure of his interest to the Board of Directors.

Section 6. Professional Services. This Corporation shall not render professional services except through its Directors, Officers, Employees, or agents, all of whom must be duly licensed or legally authorized to practice medicine in the State of Washington as a Board Certified Ophthalmologist.

EXECUTED by the undersigned, being the sole Shareholder of the Corporation on the date set forth opposite his name.

Smith F. Hogsett III, M.D.  
Smith F. Hogsett, III, M.D.

10/13/85  
Date

D38A;Q/16;k



AME



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**STATE of WASHINGTON      SECRETARY of STATE**

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF AMENDMENT**

to

**SMITH F. HOGSETT, III, M.D., P.S.**

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to **EMPIRE CATARACT & LASER ASSOCIATES, P.S.**

Corporation Number: 2-365858-6

Date: February 8, 1988

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

---

Ralph Munro, Secretary of State

FEB 8 - 1988

SECRETARY OF STATE  
STATE OF WASHINGTON

9

ARTICLES OF AMENDMENT  
OF  
SMITH F. HOGSETT, III, M.D., P.S.

The following Articles of Amendment of the Articles of Incorporation of Smith F. Hogsett, III, M.D., P.S., are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050, as follows:

1. Article I of the Articles of Incorporation is hereby changed so that, as changed, it shall be as follows:

ARTICLE I

The name of the corporation is Empire Cataract & Laser Associates, P.S.

2. The shareholders and directors adopted the amendment by unanimous consent on January 8, 1988.

3. The number of shares outstanding of said corporation is 1500 shares.

4. The number of shares entitled to vote on said amendment was 1500.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For amendment 1500 shares / Against Amendment -0- shares

DATED: January 8, 1988.

SMITH F. HOGSETT, M.D., P.S.

By Smith F Hogsett  
President

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1 STATE OF WASHINGTON )  
2 County of Spokane ) ss.

3 SMITH F. HOGSETT, M.S., being first duly sworn, on oath  
4 deposes and says: That he is the sole director and shareholder  
5 of Smith F. Hogsett, M.D., P.S.; that he has read the above and  
6 foregoing Articles of Amendment changing the name of the  
7 corporation and that he believes the same to be true.

8 Smith F. Hogsett

9 SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of  
10 January, 1988.

11 Gladys W. Wallmeyer  
12 Notary Public in and for the  
13 State of Washington, residing at  
14 Spokane  
15 Commission Expires: 11-1-90

16 DJ2;Q44;J

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AME



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**STATE of WASHINGTON    SECRETARY of STATE**

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

***CERTIFICATE OF AMENDMENT***

to

**EMPIRE CATARACT & LASER ASSOCIATES, P.S.**

a Washington Professional Service corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to **EMPIRE EYE PHYSICIANS, P.S.**

U.B.I. Number: 600 602 937

Date: October 27, 1993

*Given under my hand and the seal of the State of Washington, at Olympia, the State Capital*

---

Ralph Munro, Secretary of State

FILED  
STATE OF WASHINGTON

OCT 27 1993

RALPH MUNHO  
SECRETARY OF STATE

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
EMPIRE CATARACT AND LASER ASSOCIATES, P.S.**

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned corporation hereby submits the following Amendment(s) to the corporation's Articles of Incorporation.

1. The name of the corporation is EMPIRE CATARACT AND LASER ASSOCIATES, P.S. ✓
2. The text of the amendment as adopted is as follows:  
  
Article 1 of the Articles of Incorporation shall be amended so that, as amended, Article 1 shall be as follows:
  1. The name of the corporation is EMPIRE EYE PHYSICIANS, P.S.
3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the Amendment itself, are as follows:  
  
None.
4. The date of adoption of the Amendment was:  
  
October 21, 1993
5. The Amendment was adopted by:
  - ( ) The Incorporator. Shareholder action was not required.
  - ( ) The Board of Directors. Shareholder action was not required.
  - (xx) Duly approved Shareholder action in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

6. These Articles will be effective upon filing, unless an extended date and/or time appears here:

EMPIRE EYE PHYSICIANS, P.S.

Dated: October 21, 1993

By Smith F. Hogssett  
Smith F. Hogssett, III, M.D.  
President

D42A,Q25;k  
10/20/93  
9:14 am

ARTICLES OF AMENDMENT - 2

1993 3081 4458 0301

## APPENDIX B

# LEGAL DESCRIPTION AND PARCEL INFORMATION



**LANDTEK LLC**

PROFESSIONAL LAND SURVEYORS

619 N. MADEIRA STREET  
SPOKANE, WASHINGTON 99202  
PHONE 509.926.2821 FAX 509.926.2736

**LEGAL DESCRIPTION - PARCEL "A"**

LOTS 3 AND 4, BLOCK 2, HANSON CENTER EAST, ACCORDING TO PLAT RECORDED IN BOOK 27 OF PLATS, PAGES 10, 11 AND 12;

EXCEPT THAT PORTION OF SAID LOT 4 LYING EAST OF THE FOLLOWING DESCRIBED LINE: COMMENCING AT THE SOUTHEAST CORNER OF SAID LOT 4; THENCE N69°50'42"W 80.95 FEET ALONG THE SOUTH LINE OF SAID LOT 4 TO THE POINT OF BEGINNING OF SAID LINE; THENCE N20°09'18"E 221.56 FEET TO THE SOUTH LINE OF INDIANA AVENUE AND THE POINT OF TERMINUS OF SAID LINE;

SITUATE IN THE CITY OF SPOKANE VALLEY, COUNTY OF SPOKANE, STATE OF WASHINGTON.

**LEGAL DESCRIPTION - PARCEL "B"**

LOTS 4, 5 AND 6, BLOCK 2, HANSON CENTER EAST, ACCORDING TO PLAT RECORDED IN BOOK 27 OF PLATS, PAGES 10, 11 AND 12;

EXCEPT THE EAST 84.00 FEET OF SAID LOT 6;

AND EXCEPT THAT PORTION OF SAID LOT 4 LYING WEST OF THE FOLLOWING DESCRIBED LINE: COMMENCING AT THE SOUTHEAST CORNER OF SAID LOT 4; THENCE N69°50'42"W 80.95 FEET ALONG THE SOUTH LINE OF SAID LOT 4 TO THE POINT OF BEGINNING OF SAID LINE; THENCE N20°09'18"E 221.56 FEET TO THE SOUTH LINE OF INDIANA AVENUE AND THE POINT OF TERMINUS OF SAID LINE;

**LEGAL DESCRIPTION - PARCEL "C"**

LOT 7 AND THE EAST 84.00 FEET OF LOT 6, BLOCK 2, HANSON CENTER EAST, ACCORDING TO PLAT RECORDED IN BOOK 27 OF PLATS, PAGES 10, 11 AND 12;

EXCEPT THE EAST 41.00 FEET OF SAID LOT 7;

SITUATE IN THE CITY OF SPOKANE VALLEY, COUNTY OF SPOKANE, STATE OF WASHINGTON.





**Spokane County Parcel Information**



40 E. Spokane Falls Blvd  
 Spokane, WA 99202  
 Phone: 509-456-0550  
 Fax: 866-537-9602

Parcel ID # **45132.0419** Map Grid: 139

Township: 25N Range: 44 Section: 13 Quarter: NW

Property Address: 16010 E Indiana Ave  
 Spokane Valley, WA 99216

**Owner Information**

Name: R A Hanson Co  
 Mail Address: 15807 E Indiana Ave  
 Spokane, WA 99216  
 Taxpayer Name: Hanson Industries Inc  
 Taxpayer Address: 15807 E Indiana Ave WA 99216

**Assessor Information**

Property Identification #: 45132.0419  
 Parcel Description: 91 - Vacant Land  
 Property Size: 1.25 Acres (54,435 Sq. Ft.)  
 Lot Width: 0 Lot Depth: 0  
 Zoning: Spokane Valley-MU - Mixed Use (MU)  
 Census Tract: 013100  
 Census Block: 1001  
 Tax Code Area: 0144  
 Levy Rate: 13.952070045755

**Legal Description**

13-25-44 HANSON CENTER EAST E84FT OF LT 6 & LT 7 EXC E41FT BLK 2

**Assessments**

**Taxes**

Tax Year	Improvement Value	Land Value	Total Value	2018 Taxes: \$7,601.74
2019	\$0	\$544,350	\$544,350	
2018	\$0	\$544,350	\$544,350	
2017	\$0	\$544,350	\$544,350	
2016	\$0	\$544,350	\$544,350	
2015	\$0	\$435,370	\$435,370	

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