

FILED FOR RECORD

JUN 22 1979

STATE OF ALASKA
DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT

ARTICLES OF INCORPORATION
OF
INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

We, the undersigned natural persons of the age nineteen (19) years or more acting as incorporators of a nonprofit corporation under the laws of the State of Alaska, as contained in A.S. 10.20.005, et.seq., the "Alaska Nonprofit Corporation Act," adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

ARTICLE II

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III

Purpose

The purposes for which this Corporation is formed are:

- (a) To administer local, state, and federal grants and funds granted or assigned for use in the Interior Region.
- (b) To co-ordinate all emergency medical services (hereinafter

called EMS) activities and planning for the Interior Region.

(c) To promote and conduct an on-going educational program of EMS related subjects and activities within the Interior Region.

(d) To serve the community in other areas of interest and concern as deemed desirable by the Board of Directors.

(f) To have and exercise all of the rights, privileges, and powers which a nonprofit Corporation may now or hereafter have or exercise, which may be necessary or expedient for the administration of its affairs and the full attainment of its purposes, including all such powers enumerated in A.S. 10.20.011 et. seq., as amended, including the acceptance of gifts, bequests, devises and other types of donations for the purpose and use of the Corporation.

(g) To be organized and operated exclusively for charitable and educational purposes, as such term is used in Section 501 (C) (3) of the Internal Revenue Code. It does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private individual, and no part of the property, profits or net income of the Corporation shall ever inure to the benefit of any member, officer, or director of the Corporation, or to the benefit of any private individual. No substantial part of the activities of this Corporation shall ever consist of carrying on propaganda or otherwise trying to influence legislation or of participation or intervention in any political campaign. The carrying on of the business at a profit shall be merely incidental to the specific and primary purposes of the Corporation as herein set forth and in furtherance thereof.

ARTICLE IV

Powers

The Corporation shall have the power to purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or to otherwise hold and dispose of and otherwise deal in and with real and personal property of every class, description and nature as the purposes of the Corporation may require and the Corporation shall, through its Board of Directors, have authority to do all other things necessary or desirable to carry out the purposes for which this Corporation is formed, subject to the limitations and conditions that, notwithstanding any other provisions of these Articles, only such powers to be exercised by organization contribution to which are deductible under Section 170 (C) (2) of such Code and regulations as they now exist or they may hereafter be amended.

ARTICLE V

Operation

The operation of the Corporation is to be conducted principally within the confines of the Interior EMS Region as defined by the State of Alaska, Department of Health and Social Services, Division of Emergency Medical Services.

ARTICLE VI

Name and Address of Registered Agent and Registered Office

Section 1. Registered Agent: The name of the registered

agent shall be Carl J. Van Blarcom.

Section 2. Registered office: The address of the registered office of the Corporation shall be 217 Slater Drive, Fairbanks, Alaska.

ARTICLE VII

Membership

There shall be no members of the Corporation.

ARTICLE VIII

Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors which shall consist of not more than thirty (30) persons. Vacancies on the Board of Directors shall be filled in accordance with the By-Laws. The Board of Directors shall meet at least once a year and may appoint an executive committee of the Board of Directors to transact the affairs of the Corporation between meetings of the full Board. The names and addresses of the Board of Directors until the first annual meeting are:

- (a) Carl J. Van Blarcom, 217 Slater Drive, Fairbanks
- (b) Fred G. Ruppert, 2352 Broadmoor, Fairbanks
- (c) Dr. James B. Borden, M.D, Medical & Dental Arts Building, 1919 Lathrop, Fairbanks

ARTICLE IX

Distribution on Dissolution or Liquidation

In the event of the dissolution or liquidation of the Corporation,

whether voluntary or involuntary, no person shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be distributed exclusively to an organization or organizations, organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended. Distribution under this Article shall be made pursuant to a plan formulated and approved pursuant to Alaska Statutes.

ARTICLE X

Data on Non-Resident Alien or Corporation

The name and address of each affiliate as defined in the Act which is a nonresident alien or a corporation whose place of incorporation is outside the United States of America is as follows:

None

ARTICLE XI

Data Respecting Incorporators

The names and addresses of the incorporators of the Corporation follow:

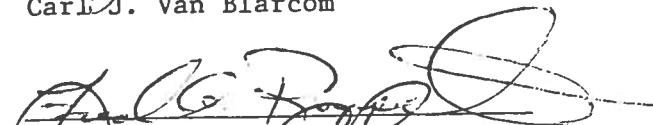
- (a) Carl J. Van Blarcom, 217 Slater Drive, Fairbanks

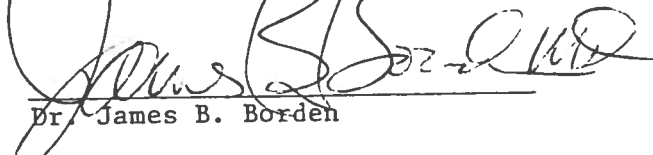
(b) Fred G. Ruppert, 2352 Broadmoor, Fairbanks

(c) Dr. James B. Borden, M.D., 1919 Lathrop, Fairbanks

IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article XI, execute these Articles of Incorporation, and certify to the truth of the facts therein stated, this 6th day of JUNE, 1979.


Carl J. Van Blarcom


Fred G. Ruppert

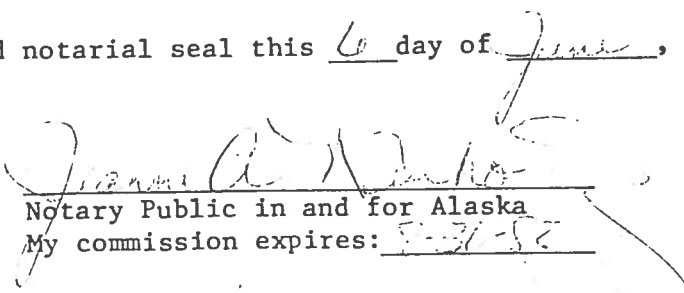

Dr. James B. Borden

STATE OF ALASKA) ss

I, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn to take acknowledgments and administer oaths in the State of Alaska, certify that the three incorporators referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 6 day of June, 1979.

Notary Public
Jeanne A. Wenholz
State of Alaska


Notary Public in and for Alaska
My commission expires: 5-31-82

State of Alaska



Department of Commerce and Economic Development

Certificate

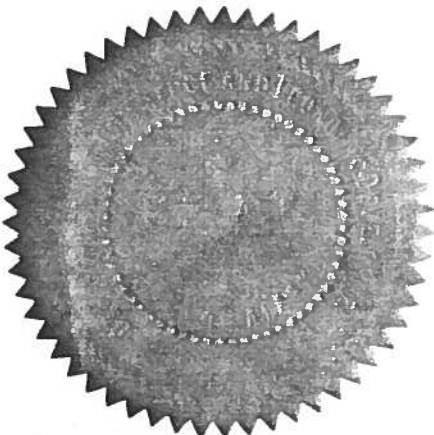
The undersigned, as Commissioner of Commerce and Economic Development, of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

and attaches hereto a duplicate original of the Articles of Incorporation



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Juneau, the Capital, this

22nd day of June A.D. 1979

A handwritten signature in cursive script, appearing to read "Charles R. Webber".

CHARLES R. WEBBER
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

State of Alaska

Department of Commerce & Economic Development

CERTIFICATE OF REINSTATEMENT

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, and custodian of corporation records for said State, hereby certifies that

INTERIOR REGION EMERGENCY MEDICAL SERVICES COUNCIL, INC.

a nonprofit corporation organized under the laws of the State of Alaska, which was involuntary dissolved for failure to file annual reports, did on the 23rd day of August 1982, file all fees due at this time.

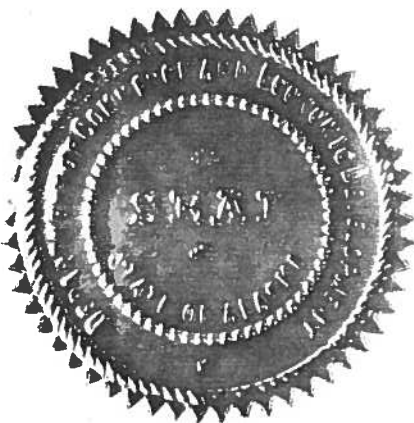
I FURTHER CERTIFY that said corporation is hereby reinstated on the records of this office _____

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at Juneau, the Capital, this

9th day of September, A. D. 19 82



Charles R. Webber
COMMISSIONER OF COMMERCE AND
ECONOMIC DEVELOPMENT



State of Alaska



Department of Commerce and Economic Development

Certificate

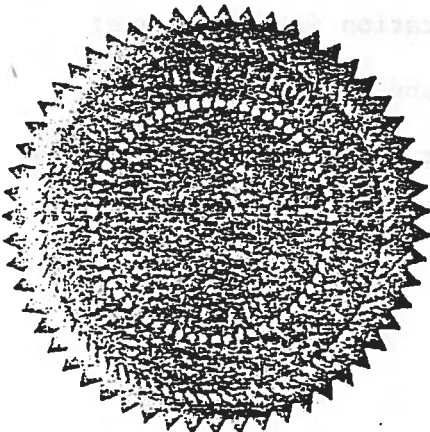
The undersigned, as Commissioner of Commerce and Economic Development, of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of NORTHERN ALASKA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

NORTHERN ALASKA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

and attaches hereto a duplicate original of the Articles of Incorporation..



IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my official seal, at Juneau, the Capital, this
22nd day of August A.D. 1979

Charles R. Webber

CHARLES R. WEBBER
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

AUG 22 1979

ARTICLES OF INCORPORATION

OF

DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT

NORTHERN ALASKA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

We, the undersigned natural persons of the age nineteen (19) years or more acting as incorporators of a nonprofit corporation under the laws of the State of Alaska, as contained in A.S. 10.20.005, et. seq. the "Alaska Nonprofit Corporation Act," adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be NORTHERN ALASKA EMERGENCY MEDICAL SERVICES COUNCIL, INC. (NAEMSC)

ARTICLE II

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III

Purpose

The purposes for which this Corporation is formed are:

- (a) To administer local, state, and federal emergency medical services grants and funds granted or assigned for use in the Northern Region.

CHARLES R. WEBBER
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

(b) To co-ordinate all emergency medical services (hereinafter called EMS) activities and planning for the Northern Region.

(c) To promote and conduct an on-going educational program of EMS related subjects and activities within the Northern Region.

(d) To provide a forum for discussion of EMS related subjects and activities.

(e) To serve the Northern Region in other areas of interest and concern as deemed desirable by the Board of Directors.

(f) To have and exercise all of the rights, privileges, and powers which a nonprofit Corporation may now or hereafter have or exercise, which may be necessary or expedient for the administration of its affairs and the full attainment of its purposes, including all such powers enumerated in A.S. 10.20.011 et. seq., as amended, including the acceptance of gifts, bequests, devises and other types of donations for the purpose and use of the Corporation.

(g) To be organized and operated exclusively for charitable and educational purposes, as such term is used in Section 501 (C) (3) of the Internal Revenue Code. It does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private individual, and no part of the property, profits or net income of the Corporation shall ever inure to the benefit of any member, officer, or director of the Corporation, or to the benefit of any private individual. No substantial part of the activities of this Corporation shall ever consist of carrying on propaganda or otherwise trying to influence legislation or of participation or intervention in any political campaign. The carrying on of the business at a profit shall be merely incidental

to the specific and primary purposes of the Corporation as herein set forth and in furtherance thereof.

ARTICLE IV

Powers

The Corporation shall have the power to purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or to otherwise hold and dispose of and otherwise deal in and with real and personal property of every class, description and nature as the purposes of the Corporation may require and the Corporation shall, through its Board of Directors, have authority to do all other things necessary or desirable to carry out the purposes for which this Corporation is formed, subject to the limitations and conditions that, notwithstanding any other provisions of these Articles, only such powers to be exercised by organization contribution to which are deductible under Section 170 (C) (2) of such Code and regulations as they now exist or they may hereafter be amended.

ARTICLE V

Operation

The operation of the Corporation is to be conducted principally within the confines of the Northern EMS Region as defined by the State of Alaska, Department of Health and Social Services, Division of Emergency Medical Services.

ARTICLE VI

Name and Address of Registered Agent
and Registered Office

Section 1. Registered Agent: The name of the registered agent shall be Charles M. Kaltenbach.

Section 2. Registered office: The address of the registered office of the Corporation shall be 711 Gaffney, Fairbanks, Alaska.

ARTICLE VII

Membership

There shall be no members of the Corporation.

ARTICLE VIII

Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors which shall consist of not more than nine (9) persons. Vacancies on the Board of Directors shall be filled in accordance with the By-Laws. The Board of Directors shall meet at least once a year and may appoint an executive committee of the Board of Directors to transact the affairs of the Corporation between meetings of the full Board. The names and addresses of the Board of Directors until the first annual meeting are:

- (a) Charles M. Kaltenbach, 711 Gaffney, Fairbanks, Alaska
- (b) Carl Hild, Barrow, Alaska
- (c) Sally Custer, Shungnak, Alaska

STATE OF ALASKA) SS

ARTICLE VI

I, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn to take acknowledgments and administer oaths in the State of Alaska, certify that Sally Custer, one of the incorporators referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 9th day of August, 1979.

Section 2. Registered office: The address of the registered

office of the notary public is: 111 Gateway, Fairbanks, Alaska.

Neil J. Schaefer
Notary Public in and for Alaska
My commission expires: 3/13/82

ARTICLE VII

Membership

There shall be no members of the Corporation.

ARTICLE VIII

Board of Directors

The affairs of the Corporation shall be managed by the Board

of Directors which shall consist of not more than nine (9) persons.

Vacancies on the Board of Directors shall be filled in accordance with

the By-Laws. The Board of Directors shall meet at least once a year and

may appoint an executive committee of the Board of Directors to transact

the affairs of the Corporation between meetings of the full Board. The

names and addresses of the Board of Directors until the first annual

meeting are:

(a) Charles M. [Name], [Address], Fairbanks, Alaska

(b) Carl Wild, [Address], Alaska

(c) Sally Custer, [Address], Alaska

ARTICLES OF AMENDMENT

to the,

ARTICLES OF INCORPORATION

of

NORTHERN ALASKA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

Pursuant to the provision of the Alaska Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Northern Alaska Emergency Medical Services Council, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Board of Directors of the corporation on January 18, 1980.

AMENDMENT I

to

ARTICLE I

The name of the Corporation shall be NORTHERN REGION EMERGENCY MEDICAL SERVICES, INC. (NREMSC)

AMENDMENT II

to

ARTICLE III

(h) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code.

AMENDMENT III

to

ARTICLE IX

Distribution of Dissolution or Liquidation

In the event of the dissolution or liquidation of the Corporation, whether voluntary or involuntary, no person shall be entitled to any distribution or division of its remaining property or its proceeds, and the

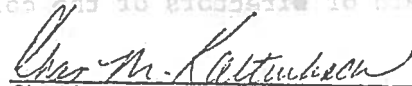
STATEMENT OF APPROVAL

On January 18, 1980 the Northern Region Emergency Medical Services Council Inc., held a Board of Directors meeting in Kotzebue, Alaska.

At this meeting the amendments as set forth upon the Articles of Amendment were adopted unanimously by the Board of Directors, at which a quorum was present.



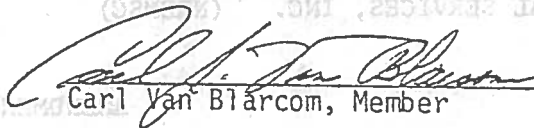
Carl Hild, President



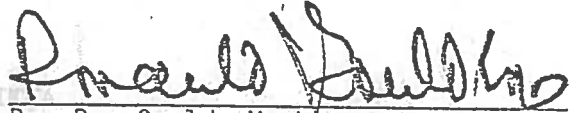
Charles Kaitenbach, Vice-President



Merry Johnson, Secretary/Treasurer



Carl Van Blarcom, Member



Dr. Ron Gould, Member