

State of Idaho

Department of State.

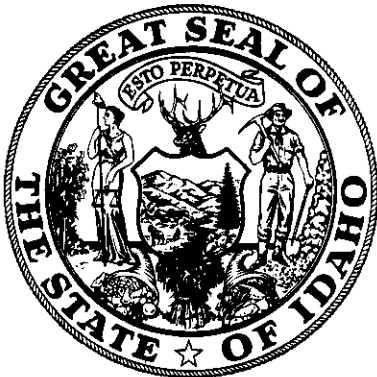
CERTIFICATE OF INCORPORATION OF

HEARTLAND MEDICAL RESPONSE UNIT LIMITED

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: **December 27, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

DEC 27 8 45 AM '05
SECRETARIAT
OF STATE

ARTICLES OF INCORPORATION

HEARTLAND MEDICAL RESPONSE UNIT LIMITED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, over the age of eighteen years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:

HEARTLAND MEDICAL RESPONSE UNIT LIMITED

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent, or otherwise, in any and every part of the world, anything and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

- 1) To acquire by purchase, lease, or otherwise; to equip, maintain, and operate a general medical response service and ambulance service; the scope of which shall include, but not be limited to: response to medical

emergencies, accidents, disasters, and other events involving injuries to the human body and the provision for pre-hospital emergency care at or beyond the level of care prescribed by state law, locally accepted guidelines, and standing administrative orders for the response area regularly served. To provide transportation service of patients to hospitals, medical care units, nursing homes, care centers, private residences, or between any combination of the above or any other designated location as required by a medical doctor, authorized medical personnel, or emergency operations and situations; and, to provide, contract for, establish, operate, or otherwise participate in the establishment and operation of centralized dispatching of emergency services of all types at various designated locations including but not limited to the establishment of a universal emergency telephone number. (e.g., 911 System)

2) To borrow money for corporate purposes and to issue therefor evidences of indebtedness, including, but not limited to bonds, notes and debentures.

3) To acquire and give rights of way, easements, and licenses over, through, and under buildings, roads, streets, and lands in order to carry out the business purposes of the corporation.

4) To acquire by purchase, by subscription, or otherwise, become interested in, deal in, invest in, buy, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of real estate, securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, bills of exchange, acceptances, commercial paper, first mortgages, and other similar instruments and rights, issued or created by corporation, public, quasi-public or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces,

colonies, states, districts, territories, municipalities, or other political divisions, domestic or foreign of the United States of America; and to deal in and with the same, to issue in exchange therefor, or in payment thereof, its own stocks, bonds, or other obligations or securities or otherwise pay therefor; to exercise in respect thereof any and all right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto.

5) To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose without limit as to amount with any person, firm, association, or corporation, whether public or private, with any territory or government or agency thereof, including contracts for the performance of or providing for clerical services, medical services, accounting, data processing and internal auditing, credit information, appraising, construction loan inspection and abstracting, development, and administration or personnel benefit programs, including life insurance, health insurance and pension or retirement plans, research, studies and surveys, and advertising services.

6) To acquire, hold, own and dispose, of grants, consignments, franchises, or interest therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or corporations to the full extent and in the manner permitted by law, to enter into contracts or underwriting of the securities of any other corporation, domestic or foreign, and to buy, sell, and deal in the same, or any interest therein, and to act as manager of such underwriting agreements, to investigate and report with respect to, and undertake,

carry on, assist, and participate in the liquidation and reorganization or consolidation of business concerns, manufacturing concerns, power companies, and other firms, associations, and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law; to take over the properties, manage the affairs and conduct the business of such concerns, firms, associations, and corporations, domestic or foreign, and in the course of such business, to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferable instruments or securities.

7) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

8) To develop, improve, operate, buy or sell, acquire, own, operate, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with lands, residences, buildings, warehouses, and storage buildings, power plants, power lines, ditches, water rights, hospitals, ambulances, airports, airways, airlines, restaurants, and any and all facilities in connection therewith.

9) To acquire, by purchase or otherwise, own, hold control, dispose of, by sale or otherwise, realize upon or otherwise turn to account, manage, liquidate, or reorganize the properties, assets, business undertakings, enterprises or ventures, or any part thereof, or corporations, domestic or foreign, associations, firms, individuals, syndicates and others, to further and promote the general business

interests of any thereof.

10) To borrow money and have monies borrowed for or in payment for property acquired or for any other objects or purposes of this corporation, or otherwise, in connection with the transaction of any part of its business; to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge, or hypothecate any or all of its property or assets as security therefor; to loan its own funds with or without security.

11) To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world.

12) To do each and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any and all the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes herein specified.

13) To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do.

14) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, whether alone or in connection with any person, firm, association or corporation, and enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purposes, business or enterprise.

15) The foregoing clauses should be construed both as objects and powers, and it hereby expressly provided that the enumeration herein of specific objects, and powers shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and each of the articles or paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

ARTICLE THIRD

The principal business of this corporation is to be transacted at 314 Aspen Street, in the City of McCall, County of Valley, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho. Jim Kangas is hereby designated as the registered agent of this corporation doing business at the principal office of the corporation.

ARTICLE FOURTH

The existence of this corporation shall be perpetual.

ARTICLE FIFTH

The number of Directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws of the corporation; PROVIDED, HOWEVER, that the number of Directors shall never be less than three (3) nor more than seven (7). In the event of any

increase in the number of Directors, the additional Directors may be elected by the then qualified and elected Directors, or by the shareholders at an annual or special meeting, as shall be provided in the By-Laws; until the Board of Directors shall increase the number of Directors as provided in this ARTICLE FIFTH, the number of Directors of this corporation shall be three (3), whose names and addresses are as follows: Carol Rae Stafford, 608 Ward Street, McCall, Idaho 83638; James D. Kangas, Post Office Box 1522, McCall, Idaho 83638; and Bradon K. Sullivan, Post Office Box 320, McCall, Idaho 83638.

ARTICLE SIXTH

The total amount of the authorized common stock of this corporation shall be TWENTY FIVE THOUSAND SHARES of which Fifteen Thousand shall be issued and Ten Thousand shall remain unissued until issuance is approved by the Directors. Common stock is the only class authorized and shall be without par value.

ARTICLE SEVENTH

The amount of the common stock initially subscribed is three (3) shares, by the Incorporators, and in the amounts as follows, to-wit:

Carol R. Stafford 608 Ward Street McCall, Idaho 83638	1 share
James D. Kangas P. O. Box 1522 McCall, Idaho 83638	1 share
Bradon K. Sullivan P. O. Box 320 McCall, Idaho 83638	1 share

ARTICLE EIGHTH

The holders or subscribers of shares of any class of stock of this

corporation shall, upon the sale by authorization of the corporation, for cash or shares of the same class, have the first right, during a reasonable time to be fixed by the Board of Directors, to purchase such class at such price as may be fixed therefor by the Board of Directors, and in such evenly divided amounts so as not to alter the equity position of any shareholder. Should any shareholder(s) or subscriber(s) decline to exercise this first right of purchase, the remaining shareholders or subscribers shall have first right to evenly divide among themselves the unpurchased shares and to purchase said shares.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of December, 1985.

Carol B. Stafford-----

Edwin Miller-----

James D. Kengel-----

STATE OF IDAHO)
)
County of Valley) ss.

On this 26th day of December, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES KANGAS, CAROL STAFFORD, AND BRADON SULLIVAN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

Marcia E. Clark

Notary Public for Idaho
Residing at McCall, Idaho

(SEAL)

May 18, 1991