

FILED

ARTICLES OF MERGER

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SECRETARY OF STATE
STATE OF IDAHO

TO: The Secretary of State of The State of Idaho

The undersigned corporations, pursuant to Idaho Code Section 30-3-102, hereby execute in triplicate the following Articles of Merger:

1. The Plan of Merger is set out in the attached schedule entitled "Plan of Merger".
2. The name of each corporation planning to merge is SPIRIT LAKE VOLUNTEER AMBULANCE, INC. an Idaho nonprofit corporation and BAYVIEW-ATHOL QUICK RESPONSE UNIT, INC. an Idaho nonprofit corporation.
3. The name of the surviving corporation shall be the SPIRIT LAKE VOLUNTEER AMBULANCE, INC.
4. Each member of the BAYVIEW-ATHOL QUICK RESPONSE UNIT, INC. shall be a member in the surviving corporation, SPIRIT LAKE VOLUNTEER AMBULANCE, INC. This membership shall have the same rights and privileges as an existing member in the SPIRIT LAKE VOLUNTEER AMBULANCE, INC.
5. As to each of the undersigned corporations, the total number of members voted for and against such Plan are as follows:

Name of Corporation

Voted For

Voted Against

SPIRIT LAKE VOLUNTEER
AMBULANCE, INC.

15

0

IDAHO SECRETARY OF STATE

07/02/1998 09:00
CK: 16999 CT: 25005 BH: 124739

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C34317

BAYVIEW-ATHOL QUICK
RESPONSE UNIT, INC.

5

0

6. As to each of the undersigned corporations, the total number of directors
voted for and against such Plan are as follows:

<u>Name of Corporation</u>	<u>Voted for</u>	<u>Voted Against</u>
SPIRIT LAKE VOLUNTEER AMBULANCE, INC.	<u>5</u>	<u>0</u>
BAYVIEW-ATHOL QUICK RESPONSE UNIT, INC.	<u>6</u>	<u>0</u>

DATED This 15 day of June, 1998.

SPIRIT LAKE VOLUNTEER AMBULANCE, INC.

By Joe Miller
President

By Deborah J. Fox
Secretary

BAYVIEW-ATHOL QUICK RESPONSE UNIT, INC.

By Rich Candelieri
President

By Karen I Jensen
Secretary

PLAN OF MERGER

THIS PLAN OF MERGER, dated the 1 day of MAY, 1998, is between SPIRIT LAKE VOLUNTEER AMBULANCE, INC., an Idaho nonprofit corporation, herein sometimes referred to as the "Spirit", and BAYVIEW-ATHOL QUICK RESPONSE UNIT, INC., an Idaho nonprofit corporation, herein sometimes referred to as "Quick".

WHEREAS, "Spirit", is a nonprofit corporation organized and existing under and by virtue of the laws of the State of Idaho; and

WHEREAS, "Quick", is a nonprofit corporation organized and existing under and by virtue of the laws of the State of Idaho; and

WHEREAS, the Board of Directors of "Spirit" and "Quick" deem it desirable and in the best interests of the corporations and their members that "Quick" be merged into "Spirit".

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by "Quick", an Idaho nonprofit corporation, merging into and with "Spirit", an Idaho nonprofit corporation, the surviving corporation, which shall survive the

merger, pursuant to the provisions of Idaho Code Section 30-3-103. Upon such merger, the separate corporate existence of "Quick" an Idaho nonprofit corporation, shall cease and the surviving corporation "Spirit" shall become the owner, without other transfer, of all the rights and property of the merged corporations. The surviving corporation shall become subject to all debts and liabilities of both merging corporations in the same manner as if the said "Spirit" had itself incurred them.

2. The name of the surviving corporation shall be SPIRIT LAKE VOLUNTEER AMBULANCE, INC., a Idaho nonprofit corporation. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of directors, and the membership of the surviving corporation shall be as appears in the Articles of Incorporation and By-Laws and any amendments thereto of the surviving corporation, and as hereinafter set forth.
3. The Articles of Incorporation and any amendments thereto of "Spirit" shall remain the same and in no way be affected or changed because of said merger.
4. The Bylaws of "Spirit" shall remain the same and in no way be affected or changed because of said merger.
5. The Board of Directors of "Spirit" shall continue to hold office until the next annual meeting of the members of the Surviving Corporation.

6. All members of "Quick" shall have their memberships canceled upon the merger. However, those persons who held membership in "Quick" shall automatically become members of "Spirit" upon the merger.
7. Neither "Quick" nor "Spirit", as the surviving corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.
8. This merger plan has been submitted to the members of the merging corporations for their approval in the manner provided by the applicable laws of the State of Idaho. After approval by the vote of the members comprising not less than two-thirds (2/3) of the membership in the corporation entitled to vote thereon, Articles of Merger shall be filed as required by the laws of the State of Idaho, the merger being effective the later of July 1, 1998, or when the Articles of Merger are filed in the office of the Secretary of State of the State of Idaho and said Secretary of State issues a Certificate of Merger thereto.
9. The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.



This Plan of Merger may be executed in any number of counterparts, and all such

counterparts shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be approved as follows:

a) "SPIRIT"

APPROVED BY THE Board of Directors of Spirit Lake Volunteer Ambulance, Inc. on the 8th day of April, 1998, as follows:

	Approved	Disapproved
 JOE MILLER	<u>✓</u>	_____
 BRAD PENDLETON	<u>✓</u>	_____
 DEBBIE FOX	<u>✓</u>	_____
 ESTHER TWILLEAGER	<u>✓</u>	_____
 CHARLOTTE GLIDDEN	<u>✓</u>	_____
_____ RICHARD DANDELSKI	_____	_____

APPROVED BY at least 2/3 of the members of The Spirit Lake Volunteer Ambulance, Inc.
by a vote of 15 to 0 as follows:

SEE ATTACHED EXHIBIT "A"

b) "Quick"

APPROVED BY THE Board of Directors of the Bayview-Athol Quick response Unit, Inc. on
the 1 day of May, 1998.

	Approved	Disapproved
<u>Richard Dandelski</u> RICHARD DANDELSKI	<u>X</u>	_____
<u>Nadine Miller</u> NADINE MILLER	<u>X</u>	_____
<u>Verna Doan</u> VERNA DOAN	<u>✓</u>	_____
<u>Karen Jensen</u> KAREN JENSEN	<u>X</u>	_____
<u>Elisha Ramirez</u> ELISHA RAMIREZ	<u>X</u>	_____
<u>Cathy Greene</u> CATHY GREENE	<u>✓</u>	_____

APPROVED BY at least 2/3 of the members of the Bayview-Athol Quick Response Unit, Inc.
by a vote of 5 to 6 as follows:

SEE ATTACHED EXHIBIT "B"

EXHIBIT "A" (Merger)
(Spirit)

	Approved	Disapproved
<u>Thomas C Jones</u>	<u>X</u>	<u> </u>
<u>Diana E. Seitz</u>	<u>X</u>	<u> </u>
<u>Lisa M. Messer</u>	<u>X</u>	<u> </u>
<u>Ernie Estes</u>	<u>X</u>	<u> </u>
<u>Delia Hight</u>	<u>X</u>	<u> </u>
<u>Alan Fox</u>	<u>X</u>	<u> </u>
<u>Carl S. Lobbey</u>	<u>X</u>	<u> </u>
<u>Charlotte Gladden</u>	<u>X</u>	<u> </u>
<u>Vicki Buchert</u>	<u>X</u>	<u> </u>
<u>Alan Fox</u>	<u>X</u>	<u> </u>
<u>Sydney Anderson</u>	<u>✓</u>	<u> </u>
<u>Deborah J. Fox</u>	<u>✓</u>	<u> </u>

Penny Miller

X

John Cookey

X

Debra Bandy

X

EXHIBIT "B" (Merger)
(Quick)

	Approved	Disapproved
JF Jensen	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Brian K. Welch	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jon D. Hansen	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Elizabeth H. Hansen	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Laurel Lauer	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
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