

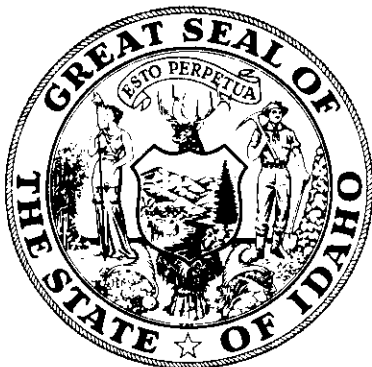
CERTIFICATE OF AUTHORITY  
OF

LIFEMARK CARDIOPULMONARY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LIFEMARK CARDIOPULMONARY, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to LIFEMARK CARDIOPULMONARY, INC. to transact business in this State under the name LIFEMARK CARDIOPULMONARY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated September 21, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Penny Giverson*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is \_\_\_\_\_

LIFEMARK CARDIOPULMONARY, INC.

2. \*The name which it shall use in Idaho is \_\_\_\_\_

LIFEMARK CARDIOPULMONARY, INC.

3. It is incorporated under the laws of Texas

4. The date of its incorporation is February 5, 1970 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3800 Buffalo Speedway, Houston, Texas 77098

6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Contract cardiopulmonary services

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 4, 19 81

LIFEMARK CARDIOPULMONARY, INC.

By Denis J. Devane

Its \_\_\_\_\_ President

and Bobbie M. Lesser

Its \_\_\_\_\_ Secretary

STATE OF TEXAS )

COUNTY OF HARRIS ) ss:

I, Darice Angel, a notary public, do hereby certify that on this 4th day of September, 19 81, personally appeared before me Denis J. Devane, who being by me first duly sworn, declared that he is the President of LIFEMARK CARDIOPULMONARY, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Darice Angel  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

LIFEMARK CARDIOPULMONARY, INC.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Denis J. Devane</u>	<u>Pres. &amp; Director</u>	<u>3800 Buffalo Speedway</u> <u>Houston, Texas 77098</u>
<u>Hugh M. Morrison</u>	<u>V-P &amp; Director</u>	<u>" " "</u>
<u>Richard M. Scrushy</u>	<u>Vice President</u>	<u>" " "</u>
<u>W. Steven Fields</u>	<u>Vice President</u>	<u>" " "</u>
John A. Hobbs	V-P & Treasurer	" " "
Bobbie M. Lesser	Secy. & Director	" " "
Stanley J. Brzenk	Asst. Secretary	" " "
Larry W. Prescott	" "	" " "
Walter E. Bissex	" "	" " "
Donald P. Shirley	" "	" " "



SEP 21 10 31 AM '71  
CLERK OF COURTS

# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

LIFEMARK CARDIOPULMONARY, INC.

Articles of Incorporation	February 5, 1970
Statement of Change of Registered Agent	July 29, 1970
Statement of Change of Registered Office or Registered Agent	August 3, 1973
Articles of Amendment	April 26, 1979

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

15th day of September, A. D. 19 81

  
Secretary of State

ARTICLES OF INCORPORATION

FEB 05 1970

OF

RESPIRATORY THERAPY SERVICES, INC.

*Randall B. Wood*  
Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Respiratory Therapy Services, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To carry on and engage in the general business of manufacturing, selling, buying, renting, leasing, transporting and distributing hospital, medical and respiratory equipment and supplies and all related products thereto and the supervision of personnel in the operation of the equipment and supplies together with all those things and acts necessary in connecting therewith;

To lease, purchase, sell and subdivide real estate, within towns, cities and villages, and their suburbs, not extending more than two miles beyond their corporate limits;

To purchase, manufacture, assemble, fabricate, produce, import, receive, lease as lessee or

8-1

otherwise acquire, own, hold, store, use, repair, service, maintain, mortgage, pledge or otherwise encumber, sell, assign, lease as lessor, distribute, export or otherwise dispose of and generally deal with and in as principal, agent, broker, investor or otherwise, goods, wares, merchandise, securities and personal property, tangible or intangible, of all kinds and descriptions;

To establish, maintain and conduct any sales, service, agency, brokerage, franchise, investment or merchandising business in all its aspects for the purpose of selling, purchasing, licensing, renting, leasing, operating, franchising and otherwise dealing with personal services, instruments, machines, appliances, inventions, securities, trade-marks, trade names, patents, privileges, processes, improvements, copyrights, contract rights and personal property, tangible and intangible, of all kinds and descriptions;

To serve as manager, consultant, representative, agent, broker or advisor for other persons, associations, corporations, partnerships and firms;

To enter into partnerships or into any arrangement for sharing of profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person, firm or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which the corporation is authorized to carry on or engage in;

To carry out the purposes above set forth in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country; and

In general, to carry on any other business and do any other acts in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Texas upon corporations formed under the Texas Business Corporation Act, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock of the par value of One Dollar (\$1) each.

No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

#### ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

#### ARTICLE VI

The post office address of the corporation's initial registered office is 8351 Carvel, Houston, Texas, and the name of its initial registered agent at such address is Jacob N. Bramlet.

#### ARTICLE VII

The number of directors constituting the initial board of directors is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William S. Mackey, Jr.	3700 Greenway Plaza Drive Houston, Texas
William R. Damon	3700 Greenway Plaza Drive Houston, Texas



<u>Name</u>	<u>Address</u>
Alvin Caldwell	3700 Greenway Plaza Drive Houston, Texas
Jacob N. Bramlet	8351 Carvel Houston, Texas

The board of directors shall have the power to alter, amend, or repeal the by-laws of the corporation or to adopt new by-laws.

#### ARTICLE VIII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Charles H. Still	800 Bank of the Southwest Building Houston, Texas
W. Amon Burton	800 Bank of the Southwest Building Houston, Texas
Thomas N. Amonett	800 Bank of the Southwest Building Houston, Texas

IN WITNESS WHEREOF, we have hereunto set our hands this  
2nd day of February, 1970.

Charles H. Still  
W. Amon Burton  
Thomas N. Amonett

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, the undersigned, a Notary Public, do hereby certify that on this 2nd day of February, 1970, personally appeared before me Charles H. Still, W. Amon Burton and Thomas N. Amonett, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Veronica M. Matula

Notary Public in and for  
Harris County, T E X A S

VERONICA M. MATULA  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1971

STATEMENT OF CHANGE OF REGISTERED OFFICE

TO THE SECRETARY OF STATE  
OF THE STATE OF TEXAS:

29<sup>th</sup> July 1970  
Andrew Jergins  
Attest

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office in the State of Texas:

1. The name of the corporation is Respiratory Therapy Services, Inc.

2. The post office address of its present registered office is 8351 Carvel, Houston, Texas 77036.

3. The post office address to which its registered office is to be changed is 6717 Alder, Houston, Texas 77036.

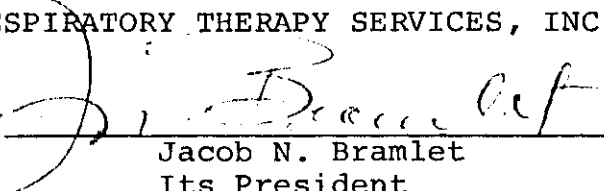
4. The post office address of its registered office, as changed, and the post office address of the business office of its registered agent will be identical.

5. Such change was authorized by resolution duly adopted by its board of directors.

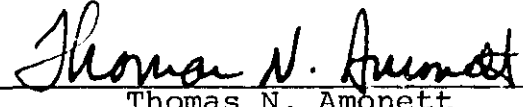
Dated July 14, 1970.

RESPIRATORY THERAPY SERVICES, INC.

By

  
Jacob N. Bramlet  
Its President

and

  
Thomas N. Amonett  
Its Assistant Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Harvey S. Poston, a notary public,  
do hereby certify that on this 14th day of July, 1970, personally  
appeared before me Jacob N. Bramlet, who, being by me first duly  
sworn, declared that he is the President of Respiratory Therapy  
Services, Inc., that he signed the foregoing document as Presi-  
dent of the corporation and that the statements therein contained  
are true.

Harvey S. Poston

Notary Public in and for  
Harris County, T E X A S

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Linda Gautreaux, a notary public,  
do hereby certify that on this 14th day of July, 1970, personally  
appeared before me Thomas N. Amonett, who, being by me first duly  
sworn, declared that he is the Assistant Secretary of Respiratory  
Therapy Services, Inc., that he signed the foregoing document as  
Assistant Secretary of the corporation and that the statements  
therein contained are true.

Linda Gautreaux

Notary Public in and for  
Harris County, T E X A S

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH,  
OF

FILED  
In the Office of the  
Secretary of State at

RESPIRATORY THERAPY SERVICES, INC.

AUG 6 8 1973

Director, Corporation Division

To the Secretary of State  
of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is RESPIRATORY THERAPY SERVICES, INC.
- \* 2. The post office address of its present registered office is 6717 Alder Houston, Texas
- \* 3. The post office address to which its registered office is to be changed is  
811 Dallas Avenue, c/o C T Corporation System, Houston, Texas 77002
4. The name of its present registered agent is Jacob Bramlet
5. The name of its successor registered agent is C T CORPORATION SYSTEM
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated July 27, 1973

RESPIRATORY THERAPY SERVICES, INC.

By

Charles Bryson

Its Vice President

STATE OF TEXAS

COUNTY OF HARRIS

I, Shari Hill, a notary public, do hereby certify that on this 27th day of July, 1973, personally appeared before me Charles Bryson who being by me first duly sworn, declared that he is the Vice President of RESPIRATORY THERAPY SERVICES, INC., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Notary Public

APR 26 1979

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

*Patrick Brice*  
Attorney, Corporation Division

RESPIRATORY THERAPY SERVICES, INC.

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is  
RESPIRATORY THERAPY SERVICES, INC.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 25, 1979:

Article One of the Articles of Incorporation is  
hereby amended so as to read as follows:

"ARTICLE ONE. The name of the corporation is  
LIFEMARK CARDIOPULMONARY, INC.".

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 1,000 ; and the number of shares entitled to vote thereon was 1,000 .

ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated April 25, 1979

RESPIRATORY THERAPY SERVICES, INC.


By *William R. Givens*  
William R. Givens, Vice-President

By *Bobbie M. Lesser*  
Bobbie M. Lesser, Secretary

STATE OF TEXAS     )  
                          ) SS.;  
COUNTY OF HARRIS)

I,     Darice Angel                     , a Notary Public, do hereby certify  
that on this 25th day of April         , 1979, personally appeared  
before me Bobbie M. Lesser, who declared she is Secretary of the  
corporation executing the foregoing document, and being first duly  
sworn, acknowledged that she signed the foregoing document in the  
capacity therein set forth and declared that the statements there-  
in contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the  
day and year before written.

  
\_\_\_\_\_  
Notary Public for  
Harris County, Texas  
Darice Angel  
My commission expires: June 5, 1980