

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LAPWAI QUICK RESPONSE UNIT, INC.

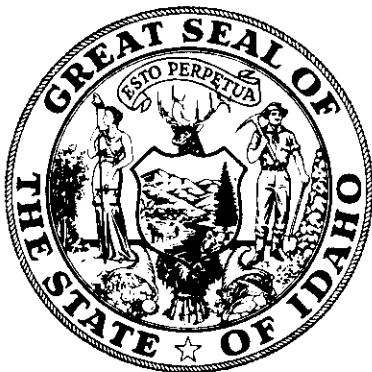
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LAPWAI QUICK RESPONSE UNIT, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 July 10, _____, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Heier

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LAPWAI QUICK RESPONSE UNIT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States and residents of NezPerce County, Idaho, do hereby associate ourselves together for the purpose of forming a non-profit corporation in accordance with the provisions of Chapter 10, Title 30, of the Idaho Code, entitled Non-Profit Cooperative Associations, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, do hereby certify and declare as follows:

ARTICLE I.

The name of this corporation is the LAPWAI QUICK RESPONSE UNIT, INC.

ARTICLE II.

This Corporation is organized not for profit and the objects and purposes to be transacted and carried on are as follows:

1. To promote, conduct, provide for and carry on any and all activities in connection with the operation of a quick response rescue unit for the benefit and general welfare of the citizens living in the Lapwai valley and vicinity, NezPerce County, Idaho.
2. To perform rescue-extrication on land and water when necessary, within the limitations of the knowledge and skills afforded members by the Quick Response Unit training course and within the geographic limits for response as defined by the Chief of the Emergency Medical Services (EMS) until an exchange can be made to an ambulance which will transport the patient to a hospital.
3. To continue to upgrade the knowledge and skills of members for emergency care of ill and injured persons through periodic training sessions.
4. To hold title to all property which said Corporation may now own or may hereafter acquire,

SECRETARY OF STATE
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and for said purposes and to that end, to buy, sell, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade or otherwise acquire or dispose of real and personal property, and otherwise do all acts and things necessary or convenient in or about the conduct, management and carrying on of such activities, objects and purposes.

5. To make, perform and carry out contracts and agreements for any lawful purpose to the same extent and as fully as natural persons might or could do and to do, perform and carry on its business as principal agent, trustee or otherwise and either alone or in conjunction with any other person, firm, association or other department or agency of the county, state, and/or federal government.

6. To render assistance in any local, county, state or national emergency including Civil Defense work as necessary or directed by Emergency Medical Services.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

~~The initial registered office of this corporation shall be the Lapwai City Hall, 315 Main Street, Lapwai, Idaho 83540.~~

The initial registered agent is Cheryl Lynn Thornton, of 118 Looking Glass Court, Lapwai, Idaho 83540.

ARTICLE V.

The members of this Corporation shall not be subject to assessment and the private property of the members shall not be subject to payment of association debts, expenses or other obligations to any extent whatsoever.

ARTICLE VI.

The Board of Directors of the Corporation shall never be less than three (3) in number, subject to being increased by proper action of the Corporation at a later date.

The names and addresses of the incorporators and the first directors are as follows:

Cheryl Lynn Thornton, 118 Looking Glass Court, Lapwai, Idaho 83540, President and Directors;
James Taylor, #9 Lolo Street, Lapwai, Idaho 83540, Vice-President and Director; and
Kathryne Ankney, 150 Main Street, Sweetwater, Idaho 83540, Secretary-Treasurer and Director.

ARTICLE VII.

The Corporation formed herein shall have no capital stock; it shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

ARTICLE VIII.

This Corporation is not organized for pecuniary profit and it shall have no power to declare dividends and it shall not have or issue any capital stock. Membership in the Corporation shall not entitle a person to any interest whatsoever in the assets of the Corporation, but only to participate in the management of the affairs of the Corporation in meetings of the members legally called and held within the period covered by the membership and the By-Laws.

ARTICLE IX.

The number of Directors of the Corporation is herein specified, but such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. In a case of an increase in the number of Directors, the additional Directors may be elected by the Directors then in office and the Directors so elected shall hold office until the next annual meeting of the members and until his successor is properly elected and qualified.

ARTICLE X.

These Articles may be amended in any manner permitted or authorized by law, by the favorable vote of a two-thirds (2/3) majority of the members present or represented by proxy at a meeting of the members duly called upon notice for the specific purpose thereof and containing a statement of the proposed amendment.

ARTICLE XI.

The general geographical area in which this association shall operate will be the Lapwai valley and surrounding area, but any question as to the actual area involved for membership purposes shall be subject to determination by the Board of Directors.

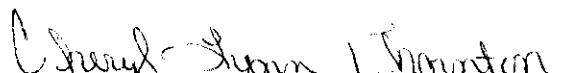
ARTICLE XII.

This Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.


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.

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or Corporation which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto set our hands this
11 day of June, 1984.


Cheryl Lynn Thornton


James Taylor


Kathryn Ankney

STATE OF IDAHO)
)
County of Nez Perce) ss.

I, Letha Walters, a notary public, do hereby certify that on this 11 day of June, 1984, personally appeared before me CHERYL LYNN THORNTON, who, being by me first duly sworn, declared that she is the President of LAPWAI QUICK RESPONSE UNIT, INC., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Letha Walters
Notary Public for Idaho
Residing at: Lapwai, Idaho
My Commission Expires: Nov-1-1985

(NOTARY SEAL)

STATE OF IDAHO)
)
County of Nez Perce) ss.

I, Letha Walters, a notary public, do hereby certify that on this 11 day of June, 1984, personally appeared before me JAMES TAYLOR, who, being by me first duly sworn, declared that he is the Vice-President of LAPWAI QUICK RESPONSE UNIT, INC., that he signed the foregoing document as Vice-President of the corporation, and that the statements therein contained are true.

Letha Walters
Notary Public for Idaho
Residing at: Lapwai, Ida
My Commission Expires: Nov-1-1985

(NOTARY SEAL)

STATE OF IDAHO)
)
County of Nez Perce) ss.

I, Letha Walters, a notary public, do hereby certify that on this 11 day of June, 1984, personally appeared before me KATHRYNE ANKNEY, who, being by me first duly sworn, declared that she is the Secretary-Treasurer of LAPWAI QUICK RESPONSE UNIT, INC., that she signed the foregoing document as Secretary-Treasurer of the corporation, and that the statements therein contained are true.

Letha Walters
Notary Public for Idaho
Residing at: Lapwai, Ida
My Commission Expires: Nov-1-1985

(NOTARY SEAL)