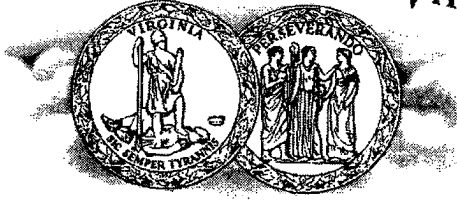


THEODORE V. MORRISON, JR.
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

October 5, 2007

JOHN BIANCO
CITY OF VIRGINIA BEACH
DEPARTMENT OF EMERGENCY SERVICES
1917 ARCTIC AVE
VIRGINIA BEACH, VA 23451-0000

RE: COUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS,
INC.
ID: 0157945 - 7
DCN: C0-00-71-9456

Dear Customer:

Plain copywork request has been completed.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Clerk's Office

COPYWORK
CIS0448

ARTICLES OF MERGER OF
EMERGENCY CORONARY CARE PROGRAM OF VIRGINIA BEACH, INC.
WITH AND INTO
COUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS, INC.

The undersigned corporations, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, hereby execute the following articles of merger, which were approved by a majority vote of the Board of Directors and the membership of Council of Virginia Beach Volunteer Rescue Squads, Inc., and set forth:

ONE

A. Emergency Coronary Care Program of Virginia Beach, Inc., a Virginia non-stock corporation, shall be merged with and into Council of Virginia Beach Volunteer Rescue Squads, Inc., a Virginia non-stock corporation (the "Survivor") for all purposes as of the 27th day of February, 1991.

F. As of that date, Survivor shall succeed to all of the assets and liabilities of Emergency Coronary Care Program of Virginia Beach, Inc.

C. As of the effective date of the merger, the Articles of Incorporation of the Council of Virginia Beach Volunteer Rescue Squads, Inc. shall be amended to read as follows:

ARTICLE II

The purposes for which the corporation is organized are:

1. To promote the cooperation of the various rescue squads administering emergency care in the City of Virginia Beach, Virginia, to increase the efficiency of the various rescue squads through education and personal contact; to improve communications between the rescue squads, community and organizations administering emergency care; to serve as a forum to discuss mutual problems and to assist in settling disputes which may arise.

2. To establish and maintain an ongoing service of the volunteer rescue squads to provide optimal emergency care to victims with acute coronary incidences and other medical emergencies and to educate the citizens as to the signs and symptoms of such illnesses and how to properly use the emergency medical services available to them.

3. To acquire, receive by gift, devise, purchase or otherwise, property, real or personal, necessary to the operation of the organization, provided there is no conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

4. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or trustee of the corporation, or to any private individual (except that reasonable compensation may be paid to or for the corporation for services rendered affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of

propaganda or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

5. This corporation shall be a non-stock corporation.

6. The members of the corporation shall consist of:

(a) One elected or appointed representative from each volunteer rescue squad in the City of Virginia Beach, Virginia, and Knotts Island, North Carolina. These representatives shall serve for one (1) year and shall be certified as authorized representatives of their squad by the secretaries of their squad.

(b) The Virginia Beach EMS Medical Director and the Director of Emergency Medical Services for the City of Virginia Beach, who shall act as advisors and shall be non-voting members.

(c) Any other members with majority approval of the squad representatives.

All voting members shall be entitled to one (1) vote only.

7. Officers of the corporation shall be selected by the voting members of the corporation at their annual meeting.

8. The corporation shall have such powers as may be granted to it by the laws of the State of Virginia, provided, however, that all powers shall be exercised solely in furtherance of its purposes.

9. In the event of liquidation or dissolution of the corporation, no member, director, officer, trustee or any other private individual shall be entitled to any distribution of its property, proceeds, or assets. The Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or civic purposes as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

10. The Board of Directors shall be elected in accordance with the ByLaws of the corporation.

Except as hereinabove amended, the Articles of Incorporation of the Council of Virginia Beach Volunteer Rescue Squads, Inc. shall remain as originally filed on March 13, 1975.

TWO

Emergency Coronary Care Program of Virginia Beach, Inc. has no members having voting rights. The Plan of Merger was adopted at a meeting of the Board of Directors held on the 27th day of February, 1991. The Plan of Merger received the vote of a majority of the Directors in office.

The undersigned Chairman of the Board of Directors declares that the facts herein stated are true as of the 27th day of February, 1991.

EMERGENCY CORONARY CARE PROGRAM OF
VIRGINIA BEACH, INC.

By: *Ellis Smith*

COUNCIL OF VIRGINIA BEACH VOLUNTEER
RESCUE SQUADS, INC.

By: *Ellis Smith*

PLAN OF MERGER OF
EMERGENCY CORONARY CARE PROGRAM OF VIRGINIA BEACH, INC.
WITH AND INTO
COUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS, INC.

This Plan of Merger of Emergency Coronary Care Program of Virginia Beach, Inc. with and into Council of Virginia Beach Volunteer Rescue Squads, Inc., dated the 27th day of February, 1991, states as follows:

A. Emergency Coronary Care Program of Virginia Beach, Inc., a Virginia non-stock corporation, shall be merged with and into Council of Virginia Beach Volunteer Rescue Squads, Inc., a Virginia non-stock corporation (the "Survivor") for all purposes as of the 27th day of February, 1991.

B. As of that date, Survivor shall succeed to all of the assets and liabilities of Emergency Coronary Care Program of Virginia Beach, Inc.

C. As of the effective date of the merger, the Articles of Incorporation of the Council of Virginia Beach Volunteer Rescue Squads, Inc. shall be amended to read as follows:

ARTICLE II

The purposes for which the corporation is organized are:

1. To promote the cooperation of the various rescue squads administering emergency care in the City of Virginia Beach, Virginia, to increase the efficiency of the various rescue squads through education and personal contact; to improve communications between the rescue squads, community and organizations administering emergency care; to serve as a forum to discuss mutual problems and to assist in settling disputes which may arise.

2. To establish and maintain an ongoing service of the volunteer rescue squads to provide optimal emergency care to victims with acute coronary incidences and other medical emergencies and to educate the citizens as to the signs and symptoms of such illnesses and how to properly use the emergency medical services available to them.

3. To acquire, receive by gift, devise, purchase or otherwise, property, real or personal, necessary to the operation of the organization, provided there is no conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

4. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or trustee of the corporation, or to any private individual (except that reasonable compensation may be paid to or for the corporation for services rendered affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of

propaganda or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

5. This corporation shall be a non-stock corporation.

6. The members of the corporation shall consist of:

(a) One elected or appointed representative from each volunteer rescue squad in the City of Virginia Beach, Virginia, and Knotts Island, North Carolina. These representatives shall serve for one (1) year and shall be certified as authorized representatives of their squad by the secretaries of their squad.

(b) The Virginia Beach EMS Medical Director and the Director of Emergency Medical Services for the City of Virginia Beach, who shall act as advisors and shall be non-voting members.

(c) Any other members with majority approval of the squad representatives.

All voting members shall be entitled to one (1) vote only.

7. Officers of the corporation shall be selected by the voting members of the corporation at their annual meeting.

8. The corporation shall have such powers as may be granted to it by the laws of the State of Virginia, provided, however, that all powers shall be exercised solely in furtherance of its purposes.

9. In the event of liquidation or dissolution of the corporation, no member, director, officer, trustee or any other private individual shall be entitled to any distribution of its property, proceeds, or assets. The Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or civic purposes as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

10. The Board of Directors shall be elected in accordance with the ByLaws of the corporation.

Except as hereinabove amended, the Articles of Incorporation of the Council of Virginia Beach Volunteer Rescue Squads, Inc. shall remain as originally filed on March 13, 1975.

0157945 - 7

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

June 17, 1991

The State Corporation Commission has found the accompanying articles submitted on behalf of

EMERGENCY CORONARY CARE PROGRAM OF VIRGINIA BEACH,
INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.

EMERGENCY CORONARY CARE PROGRAM OF VIRGINIA BEACH,
INC.

are merged into COUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS, INC., which will continue to be a corporation existing under the laws of the State of VIRGINIA with the corporate name COUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS, INC.. The existence of all non-surviving corporations will cease, according to the plan of merger.

The certificate is effective on June 17, 1991.

STATE CORPORATION COMMISSION

By

Thomas P. Harwood, Jr.

Commissioner

MERGACPT
CIS20436

ARTICLES OF INCORPORATIONOFCOUNCIL OF VIRGINIA BEACH VOLUNTEER RESCUE SQUADS, INC.

This is to certify that we do hereby associate ourselves to establish a non-stock corporation under and by virtue of Chapter One, Title 13.1 of the 1950 Code of Virginia, as amended, for the purposes and under the corporate name hereinafter mentioned, and to that end we do, by this, our Articles of Incorporation, set forth as follows:

ARTICLE I.

The name of the corporation is to be:

Council of Virginia Beach Volunteer Rescue Squads, Inc.

ARTICLE II.

The purposes for which the corporation is organized are:

1. To promote the co-operation of the various rescue squads administering emergency care in the City of Virginia Beach, Virginia, to increase the efficiency of the various rescue squads through education and personal contact; to improve communications between the rescue squads, community and organizations administering emergency care; to serve as a forum to discuss mutual problems and to assist in settling disputes which may arise.
2. To acquire, receive by gift, devise, purchase or otherwise, property, real or personal, necessary to the operation of the organization, provided there is no conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or trustee of the

corporation, or to any private individual (except that reasonable compensation may be paid to or for the corporation for services rendered affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code.

4. This corporation shall be a non-stock corporation

5. The members of the corporation shall consist of:

a. One elected or appointed representative from each volunteer rescue squad in the City of Virginia Beach, Virginia, and Knotts Island, North Carolina. These representatives shall serve for one (1) year and shall be certified as authorized representatives of their squad by the secretaries of their squad.

b. Three (3) members from the Medical Society of the City of Virginia Beach, Virginia. At least one (1) of these persons shall be an emergency room physician and all of these persons shall be admitted to the Council only after approval by a majority of the squad representatives.

c. Any other members with majority approval of the squad representatives.

All members shall be entitled to one (1) vote only.

6. Officers of the corporation shall be selected by the voting members of the corporation at their annual meeting.

7. The corporation shall have such powers as may be granted to it by the laws of the State of Virginia, provided,

however, that all powers shall be exercised solely in furtherance of its purposes.

8. In the event of liquidation or dissolution of the corporation, no member, director, officer, trustee or any other private individual shall be entitled to any distribution of its property, proceeds or assets. The Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or civic purposes as shall at the time qualify as an organization or organizations under §501(c)(3) of the Internal Revenue Code.

9. The Board of Directors shall elect their successors, pursuant to §13.1-123(e) of the Code of Virginia of 1950, as amended, and vacancies shall be filled by a majority vote of the remaining members of the Board of Directors, after such a vacancy shall occur.

ARTICLE III.

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in §4941(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

✓ ARTICLE IV.

The name of the initial registered agent for the corporation is THOMAS C. BROYLES, who is a resident of the City of Virginia Beach, State of Virginia, and a member of the Virginia State Bar, and whose business address is the same as the address of the registered office of the corporation.

The post office address of the initial registered office is 3500 Pacific Avenue, Virginia Beach, Virginia 23451. The name of the City in which the initial registered office is located is the City of Virginia Beach, Virginia.

ARTICLE V.

The period of duration of the corporation shall be unlimited.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors is thirteen (13) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William M. Duncan, Jr.	3708 Powhatan Crescent Virginia Beach, Virginia 23455
Forrest A. Benson	2600 North Landing Road Virginia Beach, Virginia 23456
Daniel J. Humphries	5002 Century Drive Virginia Beach, Virginia 23462

C. Talbott Dickson 1304 Rolfe Lane
Virginia Beach, Virginia 23451

John R. Fremeau 949 Carriage Hill Road
Virginia Beach, Virginia 23452

Dr. James P. Charlton 1208 Curlew Place
Virginia Beach, Virginia 23451

Dr. George Sjolund 3756 Chesterfield Avenue
Virginia Beach, Virginia 23455

James S. Williams 673 Cunningham Road
Virginia Beach, Virginia 23462

James L. Ogden Route 3, Box 3222B
Virginia Beach, Virginia 23457

Edward P. Dorsch, Jr. Route 4, Box 4222B
Virginia Beach, Virginia 23457

Vincent G. Thomas Box 4A
Knotts Island, North Carolina
27950

John B. Fay, Jr. 1628 Jack Frost Road
Virginia Beach, Virginia 23455

Dr. William A. Dickinson, Jr. 1228 East Bayshore Drive
Virginia Beach, Virginia 23451

DATED: February 4, 1975.

William M. Duncan, Jr. (SEAL)
William M. Duncan, Jr.

Forrest A. Benson (SEAL)
Forrest A. Benson

Daniel J. Humphries (SEAL)
Daniel J. Humphries

C. Talbott Dickson (SEAL)
C. Talbott Dickson

John R. Fremeau (SEAL)
John R. Fremeau

James P. Charlton (SEAL)
Dr. James P. Charlton

George Sjolund (SEAL)
Dr. George Sjolund

James S. Williams (SEAL)
James S. Williams

James L. Ogden (SEAL)
James L. Ogden

Edward P. Dorsch, Jr. (SEAL)
Edward P. Dorsch, Jr.

Vincent G. Thomas (SEAL)
Vincent G. Thomas

John B. Fay, Jr. (SEAL)
John B. Fay, Jr.

Dr. William A. Dickinson, Jr. (SEAL)
Dr. William A. Dickinson, Jr.

STATE OF VIRGINIA
CITY OF VIRGINIA BEACH, to-wit:

I, Janet M. Moore, a Notary Public in and for the City aforesaid, in the State of Virginia, whose commission expires on the 28th day of December, 1976, do hereby certify that WILLIAM M. DUNCAN, JR.; FORREST A. BENSON; DANIEL J. HUMPHRIES; C. TALBOTT DICKSON; JOHN R. FREMEAU; DR. JAMES P. CHARLTON; DR. GEORGE SJOLUNG; JAMES S. WILLIAMS; JAMES L. OGDEN; EDWARD P. DORSCH, JR.; VINCENT G. THOMAS; JOHN B. FAY, JR., and DR. WILLIAM A. DICKINSON, JR., whose names are signed to the foregoing Articles of Incorporation bearing date on the 4th day of February, 1975, have personally appeared before me and acknowledged the same in my aforesaid City.

GIVEN under my hand this 18th day of February, 1975.

✓
Janet M. Moore
Janet M. Moore, Notary Public

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
march 13, 1975

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Council of Virginia Beach Volunteer Rescue Squads,
Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court City of Virginia Beach

STATE CORPORATION COMMISSION

By

Thomas P. Hamner
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court City of Virginia Beach

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 27th day of March, 1975 and is now returned to the State Corporation Commission by certified mail.

John V. Fentress
Clerk

By: Mary E. Cray, D.C.