



STATE CORPORATION COMMISSION

Richmond, September 17, 1975

This is to Certify that the certificate of incorporation of

Western Virginia Emergency Medical Services Council, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to
the corporation and its business.*

State Corporation Commission

Clerk of the Commission

ARTICLES OF INCORPORATION

WESTERN VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

This is to certify that the undersigned desire to and hereby associate to incorporate a corporation not for profit, in which no capital stock is required or to be issued, under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end do set forth the following:

ARTICLE I

The name of the corporation is Western Virginia Emergency Medical Services Council, Inc.

ARTICLE II

The purposes for which the corporation is organized are as follows:

- (a) To take, receive, accept, recover, collect and hold contributions, gifts, bequests, devises, allowances, rents, monies or other property, real or personal, or mixed, of whatever nature and wheresoever situated, which are received, realized, donated, given, allocated, conveyed, devised or bequeathed to it for its purposes, whether subject to limitation, restriction or otherwise.
- (b) To receive, manage and administer funds distributed under Public Law 93-154 or subsequent amendments thereto or laws succeeding or replacing Public Law 93-154.

(c) To distribute, disburse, grant, give or convey all or any portion of the aforesaid property, or income or principal thereof, in such proportions and in such amounts as the Board of Directors shall in its discretion decide and within the restrictions, if any, impressed upon the receipt of said property, for exclusively educational, charitable, scientific or literary purposes, including, but not limited to the following:

(1) To plan for and implement a system for the arrangement of personnel, facilities and equipment and supplies for provision and delivery of health care services under emergency conditions. As used herein, "emergency conditions" shall mean conditions arising or occurring either as a result of a person's mental or physical condition or from a catastrophic event whether by act of God, result of war, disaster or otherwise.

(2) To plan and implement emergency services in such a manner as is authorized by Public Law 93-154 and such other laws of the United States and the State of Virginia as may affect or control emergency medical services.

(3) To provide coordination of the Emergency Medical Services System with other public services, whether from public or private sources, institutions, agencies and associations.

(4) To study, establish goals for, define and evaluate the amount and quality of emergency medical services administration.

(5) To plan and implement regional emergency medical services communications systems and to coordinate such systems with other regions and areas.

(6) To provide consultation and guidance to local, state and federal governments, institutions, agencies and providers of emergency medical services.

(7) To promote the improvement of emergency medical services only by charitable, educational, literary or scientific means:

provided, however, that no part of the assets or income of the corporation shall inure to the benefit of any private member of the corporation or individual, and provided further that the corporation shall not engage in, nor shall any of its funds or property be used in carrying on propaganda or otherwise attempting to influence legislation.

(d) This corporation shall not have capital stock and is not organized for profit. Upon the dissolution of the corporation or the winding-up of its affairs, the business, property and assets shall be distributed exclusively to medical or educational organizations, non-profit corporations or municipal corporations which would then qualify under 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, as the Board of Directors may select, provided that nothing herein shall prohibit the corporation

from paying its just debts.

(e) The foregoing purposes shall be construed both as objects and powers, and the foregoing enumeration of specific purposes shall not be deemed to limit or restrict in any manner the powers of the corporation, as they may be authorized for non-stock corporations under the provisions of Title 13.1 of the Code of Virginia.

ARTICLE III

The corporation is not to be operated for profit, and shall have no members.

ARTICLE IV

The property, assets, income and gains of the corporation are hereby irrevocably dedicated to the charitable, scientific, literary and educational purposes which are intended to meet the requirements for tax-exempt status, as provided in Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist, and the laws of the United States and the State of Virginia.

ARTICLE V

(a) The corporation is to be governed by an initial Board of eight Directors. Successor Directors, as well as vacancies occurring on and/or in additions to the Board of Directors shall be filled by a vote of the majority of the Directors present and participating in a regular or duly called special meeting at which a quorum is present. Directors shall serve for a term of one year.

(b) The number of Directors may be fixed by the bylaws but in no event shall be less than three (3). Directors shall be persons broadly representative of the professional and non-professional disciplines involved with providing Emergency Medical Services, units of local government, and citizens. The names and addresses of the eight directors constituting the initial Board of Directors are:

NAME	ADDRESS
Gary E. Dogan	500 E. Fourth Street Salem, Virginia 24153
John M. Carvin, M.D.	Emergency Department Lewis-Gale Hospital 1900 Electric Road Salem, Virginia 24153
Dale Byington	P. O. Box 2721 Roanoke, Virginia 24001
Kenneth C. King, Jr.	600 Shenandoah Building Roanoke, Virginia 24011
Robert Smith, Administrator	Giles Memorial Hospital 235 South Buchanan Pearisburg, Virginia
Elizabeth Kaplan EMS Coordinator	New River Valley Planning District Commission 1612 Wadsworth - P. O. Box 3726 Radford, Virginia 24141
Stuart Mackler, M.D.	c/o Radford Community Hospital Eighth & Randolph Radford, Virginia 24141
Louis E. Barber	270 Lester Street Christiansburg, Virginia 24703

(c) Said Directors shall serve until the annual election of Directors of the Corporation. There shall be no restrictions for election as a Director based upon race, color, creed, sex, national origin or previous condition of servitude.

ARTICLE VI

The purposes and services of this Corporation shall not in any way be limited or restricted on the basis of race, color, creed, sex, national origin or previous condition of servitude.

ARTICLE VII

The intended geographic area to be served by this Corporation shall be the area and political subdivisions comprising the cities of Roanoke and Salem, Virginia; the counties of Roanoke, Botetourt and Craig and the incorporated towns therein. The Board of Directors may add such other and political subdivisions as it may deem advisable.

ARTICLE VIII

The post office address of the initial registered office of the Corporation is 600 Shenandoah Building, Roanoke, Virginia 24011. The name of the city in which the initial registered office is located is the City of Roanoke.

The name of its initial registered agent is Kenneth C. King, Jr., who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is 600 Shenandoah Building, Roanoke, VA 24011.

ARTICLE IX

The duration of this corporation shall be perpetual.

IN TESTIMONY WHEREOF, we have hereunto subscribed
our names on this the 14th day of September, 1975.

151 Gary E. Dogan
Gary E. Dogan

151 Dale Byington
Dale Byington

Kenneth C. King, Jr.
Kenneth C. King, Jr.

STATE OF VIRGINIA
CITY OF ROANOKE

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) TO-WIT:
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I, Rhonda S. Peters, a Notary Public in and for
the aforesaid jurisdiction, State of Virginia, do hereby
certify that Gary Dogan, Dale Byington and Kenneth C.
King, Jr., whose names are signed to the foregoing
Articles of Incorporation as Incorporators, personally
appeared before me this day and acknowledged the same.

GIVEN under my hand this 14th day of September, 1975.

My commission expires : May 2, 1979

Rhonda S. Peters

Notary Public

ARTICLES OF AMENDMENT

WESTERN VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL, INC.

1. The name of the corporation is: Western Virginia Emergency Medical Services Council, Inc.
2. The corporation is organized pursuant to the "Virginia Nonstock Corporation Act," Code of Virginia, Title 13.1, Chapter 2, Section 13.1-201, et sequitur, and has no members.
3. At a special meeting of the board of directors on January 28, 1976, the following amendment to the articles of incorporation, upon motion duly made, seconded and affirmatively voted for by at least two-thirds of the directors in office, was adopted:

To amend the last sentence of Article V (a), which reads, "Directors shall serve for a term of one year"; and to substitute therefor the following: "Directors taking office at the organizational meeting shall serve a term of three (3) years in office, measured beginning the first day of the month following the first annual meeting of the board. The remainder of the directors comprising the board elected at the first annual meeting shall serve for staggered terms of office, as follows: Three (3) to serve three (3) year terms, ten (10) directors to serve two (2) year terms, and ten (10) directors to serve one (1) year terms. Thereafter, directors elected at the annual meeting shall serve three (3) year terms."

IN TESTIMONY WHEREOF, the undersigned, President and Secretary, have hereunto executed these articles of amendment this 3rd day of February, 1976.


President

STATE OF VIRGINIA

CITY OF ROANOKE, TO WIT:

Kenneth C. King, Jr., Secretary, acknowledged
and verified the foregoing as a true and correct copy of the
articles of amendment adopted by the board of directors of
Western Virginia Emergency Medical Services Council, Inc. before
me this 23rd day of February, 1976.

My commission expires: October 26, 1979

David D. Hunt
Notary Public