

ARTICLES OF INCORPORATION

OF

SOUTHWEST VIRGINIA EMERGENCY MEDICAL
SERVICES COUNCIL, INCORPORATED

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 SOUTHWEST VIRGINIA EMERGENCY MEDICAL SERVICES COUNCIL, INCORPORATED.

ARTICLE II.

The purposes for which the corporation is organized are as follows: To coordinate and promote emergency medical services in Virginia Planning Districts I, II and III; and,

(a) To take, receive, accept, recover, collect and hold contributions, gifts, bequests, devises, allowances, rents, monies or other property, real or personal, 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, included, 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 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 of income or 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, being for charitable and educational purposes, is not to be operated for profit.

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 Board of Directors of the corporation shall consist of such number of directors as the by-laws shall provide. The Board of Directors shall be elected annually in January of each year and shall serve for a period of one year or until their successors are chosen. Vacancies on the Board occurring between the annual meetings shall be filled for the unexpired term by a majority of the remaining directors. The Board of Directors shall also elect their successors.

(b) The number of directors and the number constituting a quorum shall be governed by the by-laws of the corporation. The qualification of directors is that they are to agree with the purposes of the corporation and that they are residents of the State of Virginia. The names and addresses of the four directors constituting the initial Board of Directors are:

Mr. James Pugh
c/o Mountain Cap
Drawer 548
Marion, Virginia 23451

Mr. Charles Harrington
First National Exchange Bank
P. O. Box 551
Wytheville, Virginia 24382

Mrs. Deborah Keene
Southwest Virginia Community College
Richlands, Virginia 24641

Mr. Patrick L. Trice, Jr.
P. O. Box 515
Hillsville, Virginia 24343

(c) The Board of Directors shall include representatives according to the criteria established in the By-Laws of the Corporation. However, no restrictions shall be placed upon said criteria on the basis of race, color, creed, sex, national origin or previous conditions of servitude.

ARTICLE VI.

The corporation shall have no members.

ARTICLE VII.

The purposes and services of the 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 VIII.

The intended geographic acre to be served by this Corporation shall be the area and political subdivisions comprising the counties of Wise, Lee, Scott, Smith, Washington, Wythe, Dickenson, Buchanan, Carroll and Grayson, and the incorporated towns therein, and the City of Norton, Virginia. The Board of Directors may add such other and political subdivisions as it may deem advisable.

ARTICLE IX.

The post office address of the initial registered office of the Corporation is 122 Main Street, Wise, Virginia 24293. The name of the county in which the initial registered office is located is the County of Wise.

The name of its initial registered agent is Kenneth P. Asbury, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is 122 Main Street, Wise, Virginia 24293

ARTICLE X.

The duration of this corporation shall be perpetual.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name
on this the 5th day of July, 1979.


Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
September 17, 1979

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

Southwest Virginia Emergency Medical Services Council,
Incorporated

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 of Wise County

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Wise County

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

Clerk

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 6, 2004

This is to certify that the certificate of incorporation of

**Southwest Virginia Emergency Medical Services Council,
Incorporated**

*was issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.
Effective date: September 17, 1979*



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Southwest Virginia Emergency Medical Services Council, Incorporated on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 7, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission