

ARTICLES OF INCORPORATION

The undersigned hereby associate to form a non-stock, non-profit corporation under the provisions of Chapter 2, Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

ARTICLE I - NAME

The name of this Corporation shall be the Tidewater Emergency Medical Services Council, Incorporated.

ARTICLE II - PURPOSES

The purposes of the Corporation are purely benevolent and charitable in nature and are:

1. To establish an emergency medical services system which provides for the arrangement of personnel, facilities, and equipment for the effective and coordinated delivery of health care services in the designated geographical area under emergency conditions.
2. To administer the emergency medical services system which will include an adequate number of health professionals, allied health professionals, and other health personnel, including ambulance personnel, with appropriate training and experience.
3. To provide for its personnel appropriate training (including clinical training) and continuing education programs which are coordinated with other programs in the system's service area which provide similar training and education, and emphasize recruitment and necessary training of veterans of the Armed Forces with military training and experience in health care fields and of appropriate public safety personnel in such area.
4. To join the personnel, facilities, and equipment of the system by a central communications system so that requests for emergency health care services will be handled by a communications facility which utilizes emergency medical telephonic screening; utilizes the universal emergency telephone number 911; and will have direct communication connections and interconnections with the personnel, facilities, and equipment of the system and with other appropriate emergency medical services systems.

5. To include an adequate number of necessary ground, air, and water vehicles and other transportation facilities to meet the individual characteristics of the system's service area.
6. To include an adequate number of easily accessible emergency medical services facilities within the system area which are collectively capable of providing services on a continuous basis, which have appropriate nonduplicative and categorized capabilities, which meet appropriate standards relating to capacity, location, personnel, and equipment, and which are coordinated with other health care facilities of the system.
7. To provide access (including appropriate transportation) to specialized critical medical care units in the system's service area, or, if there are no such units or an inadequate number of them in such area, provide access to such units in neighboring areas if access to such units is feasible in terms of time and distance.
8. To provide for the effective utilization of the appropriate personnel, facilities, and equipment of each public safety agency providing emergency services in the system's service area.
9. To organize in a manner that provides persons who reside in the system's service area and who have no professional training or financial interest in the provision of health care with an adequate opportunity to participate in the making of policy for the system.
10. To provide, without prior inquiry as to ability to pay, necessary emergency medical services to all patients requiring such services.
11. To provide for transfer of patients to facilities and programs which offer such followup care and rehabilitation as is necessary to effect the maximum recovery by the patient; provided, that the system shall provide a method for assuring that such transfers are consistent with accepted medical practice to serve the best interests of the patient and are not based on financial considerations alone.
12. To provide for a standardized patient recordkeeping system, which records shall cover the treatment of the patient from initial entry into the system through his discharge from it, and shall be consistent with ensuing patient records used in followup care and rehabilitation of the patient.
13. To provide programs of public education and information in

the system's service area (taking into account the needs of visitors to, as well as residents of, that area to know or be able to learn immediately the means of obtaining emergency medical services) which programs stress the general dissemination of information regarding appropriate methods of medical self-help and first-aid and regarding the availability of first-aid training programs in the area.

14. To provide for periodic, comprehensive, and independent review and evaluation of the extent and quality of the emergency health care services provided in the system's service area, and submission to the Secretary of the Department of Health, Education, and Welfare of the reports of each such review and evaluation.
15. To have a plan to assure that the system will be capable of providing emergency medical services in the system's service area during mass casualties, natural disasters, or national emergencies.
16. To provide for the establishment of appropriate arrangements with emergency medical services systems or similar entities serving neighboring areas for the provisions of emergency medical services on a reciprocal basis where access to such services would be more appropriate and effective in terms of the services available, time and distance.
17. To engage in any activity as is envisioned by Sections 1202, 1203, and 1204 of the Public Health Service Act as added by Public Law 93-154 and such other Federal and State law or local ordinance as may effect or control regional emergency medical services systems.

ARTICLE III - VOTING POWER

The Corporation shall have no members with voting privileges and the entire voting power of the Corporation shall be vested in the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

The Initial Board of Directors shall serve a three (3) year term and shall elect the members of the Board of Directors of the Corporation from among the names of persons presented by the Nominating Committee in accordance with the following provisions:

1. The Board of Directors shall at all times consist of one member for each population unit of 30,000 persons or part

thereof, from each political subdivision served, except that in no event shall the representation of any city or county constitute a majority of the total voting membership of the Board.

2. The number of members from the respective political subdivisions served shall be determined annually at least sixty (60) days prior to the date of the annual meeting of the Board of Directors. The determination shall be based on the latest published population statistics from the Tayloe Murphy Institute of the University of Virginia.
3. The Board of Directors shall at all times conform to the requirements of Sections 1202, 1203, and 1204, Public Health Service Act as added by Public Law 93-154, or any amendment or revision thereof or provisions of law which are successor thereto, which section presently requires that the emergency medical services system shall be organized in a manner that provides persons who reside in the system's service area and who have no professional training or financial interest in the provision of health care with an adequate opportunity to participate in the making of policy for the system.

ARTICLE V - TERM OF OFFICE

The initial term of office of the Directors to be elected shall be as follows: one-third for one year; one-third for two years; and one-third for three years. If the number of Directors elected is such that they cannot be divided into three equal groups, the excess Director or Directors shall serve for a period of three years. After the initial terms, subsequent terms for Directors shall be one (1) year.

ARTICLE VI - AREA TO BE SERVED

The Corporation shall serve the area consisting of the following political subdivisions of the State of Virginia:

Accomack County	Northampton County
City of Chesapeake	City of Portsmouth
City of Franklin	Southampton County
Isle of Wight County	City of Suffolk
City of Norfolk	City of Virginia Beach

The Corporation may serve additional political subdivisions as may be authorized upon a majority vote of the Board of Directors.

ARTICLE VII - DISSOLUTION

The Corporation may be dissolved in the manner prescribed by the applicable statutes of the State of Virginia. Upon dissolution of the Corporation, the remaining assets, of whatever nature, of the Corporation, shall be distributed to such non-profit charitable corporations, municipal corporations, or public agencies whose purposes, as nearly as practical, are the same purposes for which this said Corporation was organized. In the event such distribution is refused or impossible to accomplish, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, devoted to charitable purposes. In any event, the assets of the said Corporation shall be distributed only to a non-profit corporation, which has been duly granted the appropriate IRS exemption or to a municipal corporation or public agency in the event the other distributions as heretofore set forth are not possible.

ARTICLE VIII - DISAVOWAL OF PECUNIARY INTEREST

The Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for the charitable purposes which have heretofore been set forth explicitly in these Articles of Incorporation.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The address of the Initial Registered Office of this Corporation is Plaza Square, 3284 Virginia Beach Boulevard, P. O. Box 2127, Virginia Beach, Virginia 23452. The name of the City in which the Initial Registered Office is located is the City of Virginia Beach, Virginia. The name of the Initial Registered Agent at such address is H. Calvin Spain, a resident of the State of Virginia and a member of the Virginia State Bar.

ARTICLE X - BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors is ten (10) and the names and addresses of the persons who are to serve as the Initial Board of Directors are:

Robert J. Robertson, Jr., M.D.	1817 Cooper Road Virginia Beach, Virginia 23454
Robert D. Brickman, M.D.	930 Redgate Avenue Norfolk, Virginia 23507
James M. Wagenbach	c/o City of Franklin, P. O. Box 179 Franklin, Virginia 23851
Robert G. Bagley	116 Reservation Road Chesapeake, Virginia 23320
William J. Wright	Circle Drive Courtland, Virginia 23837
Robert W. Hundley	606 Smith Street Suffolk, Virginia 23434
Phillip G. Leavy, Jr., M.D.	Maryview Hospital, 3636 High Street Portsmouth, Virginia 23707
Alvin C. Rogers, D.V.M.	938 South Church Smithfield, Virginia 23430
Harold H. Koenig	Melfa, Virginia 23410
E. Franklin Dunton, Jr.	Nassawadox, Virginia 23413

ARTICLE XI - DURATION OF CORPORATION

There shall be no limit to the duration of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals

this 1st day of November, 1974.

Robert J. Robertson, Jr. M.D.
Robert J. Robertson, Jr., M.D.

Robert Louis Smith
Robert Louis Smith

Kent Jules Weber
Kent Jules Weber

STATE OF VIRGINIA

CITY OF VIRGINIA BEACH, to wit

I, Jessie M. Keith, a notary public in and for the city aforesaid, in the State of Virginia, I do hereby certify that Dr. Robert J. Robertson, Jr., Mr. Robert Louis Smith, and Mr. Kent Jules Weber, whose names are signed to the foregoing Articles of Incorporation as incorporators, which Articles bear date on 1st of November, 1974 have acknowledged the same before me this date in my city and state aforesaid.

Given under my hand this date 1st of November, 1974.

My Commission expires
July 25, 1975

Jessie M. Keith
Notary Public

Tidewater Emergency Medical Services Council, Inc.

Amendments to the Articles of Incorporation

ARTICLE IV - BOARD OF DIRECTORS

Delete 30,000 and insert 100,000

ARTICLE V

Delete one (1) year and insert two (2) years

In accordance with a procedure authorized by the Board of Directors at the October 22, 1980 meeting, each Director was given an opportunity to vote by mail on proposed amendments to the Council's Articles of Incorporation and Bylaws. Twenty-nine affirmative votes were cast in favor of the proposed amendments. The changes were incorporated into the nominations and elections of Board members which took place on February 4, 1981.