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FLORIDA NON-PROFIT CORPORATION

Marion County EMS Alliance, Inc.

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ARTICLES OF INCORPORATION
OF
MARION COUNTY EMS ALLIANCE, INC.
a Florida Not for Profit Corporation

ARTICLE I

The name of this corporation shall be **MARION COUNTY EMS ALLIANCE, INC.**

ARTICLE II

The initial principal office and mailing address of this corporation shall be 325 SW 60th Avenue, Ocala, Florida 34474.

ARTICLE III

The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code.

The Corporation shall engage in activities that are public in nature on behalf of Marion County and the City of Ocala thereby lessening the burdens of the County and the City. Such activities shall include but shall not necessarily be limited to:

1. Operating an emergency medical service providing advanced life support service and basic life support service in the incorporated and unincorporated areas of Marion County, Florida ("Marion County") in the emergency transportation of persons to and from medical facilities;
2. Providing medical direction and control for the provisions of emergency medical service in the incorporated and unincorporated areas of Marion County;
3. Preparing written standards of treatment and emergency medical care for the emergency medical system in Marion County;
4. Recommending and preparing dispatch and treatment protocols to be followed by emergency medical care personnel in the emergency medical system;
5. Operating vehicles in transportation of persons to and from medical facilities while providing advanced life support service and basic life support service;
6. Providing quality assessment programs and review for all aspects of the emergency medical system in Marion County;
7. Reviewing and making recommendations for improvement to the emergency medical care system in Marion County;
8. Hiring or contracting for such employees as may be necessary to fulfill its corporate purposes, including but not limited to, an Executive Director and a

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- Medical Director, and to enter into such contracts as may be necessary or appropriate to fulfill its corporate purpose; and,
9. Performing such other duties and responsibilities relating to the emergency medical system in Marion County as the Corporation may assume by contract or otherwise with Marion County and emergency medical care providers within Marion County.

Prior to rendition of such services the Corporation shall comply with all applicable laws of the State of Florida, including the provisions of Chapter 401 of the Florida Statutes, and all applicable rules and regulations established by administrative agencies of the State and by Marion County.

ARTICLE IV

This is a non-profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, *Florida Statutes*.

1. Upon dissolution of this corporation, after paying or making provisions for the payment of all the liabilities of the corporation, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

2. No part of the income or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code, or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code.

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ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

This corporation shall have no members.

ARTICLE VII

The name and address of the incorporators of this corporation are as follows:

Patrick G. Howard
County Administrator
Marion County Board of County Commissioners
601 SE 25th Avenue
Ocala, Florida 34471

Susan M. Miller
City Manager
City of Ocala
151 SE Osceola Avenue
Ocala, Florida 34471

ARTICLE VIII

This corporation shall have five (5) directors initially who shall serve for a term of five years.

1. Two directors will be appointed by the Marion County Board of County Commissioners who shall be:

- a. The County Administrator of Marion County or his designee; and
- b. The chief executive officer of Munroe Regional Medical Center or his designee.

2. Two directors will be appointed by the City of Ocala City Council who shall be:

- a. The City Manager of the City of Ocala or her designee; and
- b. The chief executive officer of Ocala Regional Medical Center or his designee.

3. One director will be appointed by the unanimous consent of the above described four directors who shall be a resident of Marion County.

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4. All meetings and business of the directors shall be conducted in compliance with Florida's Public Records Law and Government in the Sunshine Law.

5. The By-Laws of the non-profit corporation may provide for the appointment of alternate directors to attend meetings and vote in the absence of the directors.

ARTICLE IX

The name and street address of the initial registered agent is:

Gordon B. Johnston
County Attorney
Marion County Board of County Commissioners
601 SE 25th Avenue
Ocala, Florida 34471

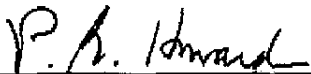
ARTICLE X

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time consistent with *Florida Statutes*. The By-Laws may be altered, amended or repealed and new and other By-Laws may be made and adopted only by a unanimous vote of the Board of Directors.


ARTICLE XI

Amendments to these Articles of Incorporation may be made and adopted only by a unanimous vote of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 9th day of July, 2003.



Patrick G. Howard,
County Administrator
Marion County



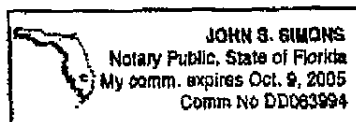
Susan M. Miller,
City Manager
City of Ocala

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3rd day of July, 2003,
by Patrick G. Howard, who is personally known to me.



John S. Simons
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 8 day of July, 2003,
by Susan M. Miller, who is personally known to me.



Patricia H. Speer
My Commission DD167460
Expires December 30, 2006

Patricia H. Speer
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

This 3rd day of July, 2003.

Gordon B. Johnston
Gordon B. Johnston

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