

N980000007122

NAEMSQP

"Promoting World Class Quality in EMS"



National Association of EMS Quality Professionals
3717 South Conway Rd. • Orlando, Florida 32812-7607

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****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. National Association of Emergency Medical
(Corporation Name) (Document #)
2. Services Quality Professionals, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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98 DEC 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/10/98

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12/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

NATIONAL ASSOCIATION OF EMS QUALITY PROFESSIONALS
3717 SOUTH CONWAY ROAD
ORLANDO, FL 32812-7607

SUBJECT: NATIONAL ASSOCIATION OF EMERGENCY MEDICAL SERVICES
QUALITY PROFESSIONALS, INC.
Ref. Number: W98000020630

We have received your document for NATIONAL ASSOCIATION OF EMERGENCY MEDICAL SERVICES QUALITY PROFESSIONALS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please accept my apology for this oversight. I tried to reach you by telephone but was not successful.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00049854

NAEMSQP

"Promoting World Class Quality in EMS"

Quality Professionals



*Mike Miriovsky, President
Todd Hatley, Vice-President
Karen L. Dutkowski, Secretary
Al M. Landry, Treasurer*

December 1, 1998

Doris McDuffie
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Ms. McDuffie:

This is in response to your letter regarding the NATIONAL ASSOCIATION OF EMERGENCY MEDICAL SERVICES QUALITY PROFESSIONALS, Ref. Number: W98000020630.

In regards to listing the corporation's principal office and/or mailing address in the document, it is specified in ARTICLE IV.

In regards to Section 617.0202(d), Florida Statutes, requiring the manner in which directors are elected...this has been changed in ARTICLE X.

I have enclosed an original and a copy of the Articles, along with a copy of the letter you sent me.

If you have any questions concerning these changes, please call me at 407-273-2473.

Sincerely,

Lynn Hupp, CAE
Staff Liaison

ARTICLES OF INCORPORATION

OF

**NATIONAL ASSOCIATION OF
EMERGENCY MEDICAL SERVICES
QUALITY PROFESSIONALS, INC.**

UNITED STATES OF AMERICA

STATE OF FLORIDA

COUNTY OF ORANGE

FILED
98 DEC 17 AM 10:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN, that on this 21st day of July, 1998, before me, the undersigned
Notary Public in and for the County and State aforesaid, personally came and appeared
the several parties of the full age of majority whose signatures are subscribed who
declare, in the presence of the undersigned competent witnesses that, availing themselves
of the provisions of Florida law, they do hereby organize a nonprofit corporation under
and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is **National Association of Emergency Medical
Services Quality Professionals, Inc.**

ARTICLE II

This corporation is organized to promote quality in emergency medical services
by serving as an educational resource to those individuals or organizations interested in
establishing continuous quality improvement programs. It shall be operated exclusively
for this and such purposes consistent therewith including the making of distributions to
organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal
Revenue Code of 1954 (or the corresponding provision of any future United States
Internal Revenue Law).

ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner
dissolved in accordance with law.

ARTICLE IV

The location of its ^{Principal} registered office is 3717 South Conway Road, Orlando,
Florida 32812-7607 and its mailing address is the same.

ARTICLE V

The name and address of its registered agent is as follows:

Beth Brunner, 3717 South Conway Road, Orlando, Florida 32812-7607

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall neither participate in, nor intervene in (including the publishing 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 (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

The members of this corporation shall consist of all persons who have paid all current fees, dues and/or assessments of this corporation as assessed by the Board of Directors. Each member shall have one vote and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member. Members must be current with their dues and registered in good standing by the corporation.

ARTICLE VIII

The amount of the levy and the method of collection of fees, dues and/or assessments shall be fixed by the Board of Directors from time to time. Membership shall be cancelled for failure to pay fees, dues, and/or assessments after reasonable notice from the Board of Directors.

ARTICLE IX

A member may vote personally or by proxy appointed in writing.

ARTICLE X

The powers of this corporation shall be exercised by a Board of Directors which shall consist of seven (7) members in good standing of the corporation to be elected or chosen by the general membership. The method of election for the board of directors is specified in the corporation's bylaws.

ARTICLE XI

The annual meeting of the voting members of the corporation shall be held in March of each year. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer or member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present. Provided, however, that the Board of Directors may by two-thirds (2/3) vote elect to conduct the business of the association by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty (50%) per cent or more of the members of the corporation demand in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as are necessary to hold an annual meeting not more than forty-five (45) days from the date of the receipt of such notice but not sooner than ten (10) days from such receipt of such notice.

ARTICLE XII

The Board of Directors shall have the power to make, amend, and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these articles. Matters pertaining to capital outlay must be approved by two-thirds (2/3) vote of the Board of Directors. An amendment altering these articles may be adopted by two thirds in interest of the voting members, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

ARTICLE XIII

The names and addresses of the first Board of Directors are as follows:

Mike Miriovsky, 4600 Valley Road, Suite 337, Lincoln, NE 68510
Todd Hatley, P.O. Box 699, Pittsboro, NC 27312
Karen Dutkowski, 315 East 200 South, Salt Lake City, UT 84111
Al Landry, P. O. Box 98000, Lafayette, LA 70509-8000
Todd LeDuc, 2601 West Broward Blvd., Fort Lauderdale, FL 33112
David Harrawood, 2200 Stickney Point Road, Sarasota, FL 34321
Jeff Davis, M.D., 50 South Military Trail, West Palm Beach, FL 33415

ARTICLE XIV

The first officers of this corporation are:

Mike Miriovski, President
4600 Valley Road, Suite 337
Lincoln, NE 68510

Todd Hatley, Vice President
P.O. Box 699
Pittsboro, NC 27312

Karen Dutkowski, Secretary
315 East 200 South
Salt Lake City, UT 84111

Al Landry, Treasurer
P. O. Box 98000
Lafayette, LA 70509-8000

The officers and directors of this corporation shall serve until their successors are elected
in accordance with the provisions herein.

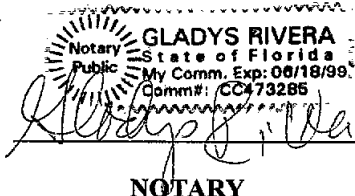
THUS DONE AND PASSED before me, in Orlando Florida on the day, month and
year first above written, in the presence of the undersigned competent witnesses, residing in the
County of Orange after due reading of the whole.

INCORPORATORS:

Mike Miriovsky
Todd Hatley
Karen Dutkowski
Al Landry

WITNESSES:

Ronald J. Schuch
Billy B.


GLADYS RIVERA
Notary Public
State of Florida
My Comm. Exp: 06/18/99
Comm#: CC473285
Gladys Rivera
NOTARY

Acceptance by the Registered Agent

I, Beth Brunner, hereby am familiar with and accept the duties and responsibilities as Registered Agent of the National Association of Emergency Medical Services Quality Professionals, Inc.

Signature: _____

Beth Brunner

Date: _____

Oct 1, 1998

FILED
98 DEC 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA