COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 23, 2011

The State Corporation Commission has found the accompanying articles submitted on behalf of MedEvac Foundation International to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective March 23, 2011.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

[Signature]

James C. Dimitri
Commissioner

11-03-17-0035
AMENACPT
CIS0436
ARTICLES OF RESTATEMENT

OF

MedEvac Foundation International

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is MedEvac Foundation International.

2. The restatement contains an amendment to the articles of incorporation.

3. The text of the amended and restated articles of incorporation is attached hereto.

4. The restatement was adopted by the corporation on October 9, 2010.

5. The restatement was adopted at a meeting of the board of Trustees by a vote of at least two-thirds of the Trustees in office. Member approval of the restatement was not required because the corporation has no members.

Executed in the name of the corporation by:

[Signature]

[Printed Name]

[Champion]

[Corporate Title]

[Date]
RESTATED ARTICLES OF INCORPORATION
OF
MedEvac Foundation International

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

Article One - Name

The name of the corporation is MedEvac Foundation International.

Article Two - Purposes

The Foundation is organized exclusively for scientific, educational and charitable purposes and to support exclusively the scientific, educational and charitable purposes of the Association of Air Medical Services (AAMS), an Iowa nonprofit corporation and the air medical and critical care transport community including but not limited to supporting medical transport research and providing innovative educational programs, data and information to medical transport service providers, participants in community-based emergency medical services networks, and patients which will enhance the delivery of medical transport services to the public.

Article Three - Membership

The corporation shall have no members.

Article Four - Board of Trustees

The Trustees of the corporation shall be elected or appointed in the following manner and as may be further set forth in the bylaws:

(1) The Board of Trustees shall be composed of the number of Trustees specified in or fixed in accordance with the Bylaws. A majority of the Trustees must be representatives from companies and/or organizations which are members of the Association of Air Medical Services, Inc. (AAMS). Two of the Trustees currently must be serving as members of the AAMS Board. The Executive Director/CEO of AAMS shall serve as a non-voting ex-officio member of the Board of Trustees. The immediate Past Chairman of the Board may serve, at the behest of the board, in a non-voting, ex-officio capacity to the board. If the immediate Past Chairman is unable or unwilling to serve, an earlier Past Chairman may serve at the behest of the board in a non-voting, ex-officio capacity instead.

(2) Except for the ex-officio member, the Board of Trustees shall be appointed by the Board of Directors of AAMS. The Executive Committee of AAMS shall nominate members of the Board of Trustees to the AAMS Board of Directors, which shall then appoint all members of the Board of Trustees except the ex-officio members.

(3) Each Trustee shall serve for a term of two (2) years. The Trustees shall be appointed
on a staggered basis so as not to provide a complete turnover in Trustees in any given year. In order to establish the rotation pattern, three (3) of the initial Trustees of the Foundation were appointed to serve for two (2) years; the other four (4) Trustees were appointed to serve three (3) years. In all subsequent terms, approximately half of the Trustees shall be appointed in odd-numbered years, and the remaining Trustees shall be appointed in even-numbered years. A Trustee may not serve more than four (4) consecutive terms, unless he or she has assumed a vacancy in office, in which case, he or she may serve the unexpired portion of one full term and four consecutive terms.

**Article Five - Non-Profit Nature**

The corporation is not organized for pecuniary profit and is not authorized to issue capital stock.

**Article Six - Limitations on Activities**

No part of the net earning or assets of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Article Seven - Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Incorporator: /s/   Dawn M. Mancuso
Signature                     Printed Name