

 ORIGINAL

AMENDMENT TO
AND COMPLETE RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
BOUNDARY VOLUNTEER AMBULANCE SERVICE, INCORPORATED

THIS AMENDMENT to and complete RESTATEMENT of the ARTICLES OF INCORPORATION of **BOUNDARY VOLUNTEER AMBULANCE SERVICE, INCORPORATED** (the "Corporation") is made and entered into this 21st day of January, 2016 by unanimous action of the Corporation's Board of Directors and ratified, approved and unanimously adopted at the January 21, 2016 meeting of the Board of Directors of the Corporation and a majority of the Members of the Corporation at the January 21, 2016 meeting of the Members all in accordance with the Idaho Code.

WHEREAS, the Articles of Incorporation of the Corporation were filed with the Idaho Secretary of State on January 25, 1965; and

WHEREAS, the Articles of Incorporation have been amended one time previously, on May 1, 1995; and

WHEREAS, the Corporation has not otherwise amended, altered or changed the Articles of Incorporation; and

WHEREAS, the Board of Directors and existing Members believe it is in the best interests of the Corporation to amend the Articles of Incorporation as herein stated.

NOW, THEREFORE, the Articles of Incorporation of the Corporation as filed with the Idaho Secretary of State on January 25, 1965 and amended May 1, 1995 shall be and hereby are amended by and through the substitution of the following text in place and stead and as a complete amendment and restatement of the Articles of Incorporation previously filed:

ARTICLES OF INCORPORATION
OF
BOUNDARY VOLUNTEER AMBULANCE SERVICE, INCORPORATED

ARTICLE FIRST

The name of this Corporation is **Boundary Volunteer Ambulance Service, Incorporated.**

ARTICLE SECOND

The location of the Corporation's registered office in the State of Idaho is 6447 Railroad Street, Bonners Ferry, Idaho 83805. The resident agent at this address is Ken Baker. The location of the registered office and the name of the registered agent may be changed by majority vote of the Board of Directors.

ARTICLE THIRD

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To render aid and assistance to victims of illness and accident.
2. To transport the ill and injured to and from places where medical assistance is rendered.
3. To assist in matters of National Defense.
4. To render assistance in times of disaster as proclaimed by a city within Boundary County, Idaho, by Boundary County, Idaho, by the State of Idaho, or by the Nation.
5. To do all things and render all service normally associated with the conduct and operation of an ambulance service, except that at no time shall the total corporate indebtedness exceed \$200,000.00.

6. The general purposes of the Corporation are to operate solely and exclusively as a charitable and educational organization.
7. To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have the power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Idaho, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- (a) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
 - (b) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any portion of the net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such net earnings shall ever be used for, accrue to, or inure to the benefit of any private individual within the meaning of §501(c)(3) of the Internal Revenue Code.
3. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future 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 District

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.

ARTICLE FOURTH

The Corporation shall have Members. Any person shall be eligible for membership who qualifies under requirements as set forth from time to time in the Bylaws. The rights and interests of all Members shall be equal, and no Member can have or acquire a greater interest therein than any other Member. The Corporation's Members will all be voting members. The Corporation will NOT have authority to issue capital stock.

ARTICLE FIFTH

The corporate powers of this Corporation shall be vested in a board of five (5) Directors, to be elected as provided in the Bylaws of this Corporation. No person who is a Member of the Corporation may serve on the Board of Directors of the Corporation. To be a Director, a person must reside in Boundary County, Idaho. The powers and duties of the officers of this Corporation shall be as prescribed in the Bylaws.

ARTICLE SIXTH

The Corporation shall have as officers the following: a President (also known as the Chief of Administration), a Secretary, a Treasurer, a Vice-President of Operations (also known as the Chief of Operations), a Vice-President of Training (also known as the Training Officer) and a Medical Director. One person can hold multiple officer positions.

ARTICLE SEVENTH

No Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a Director. Notwithstanding the foregoing sentence, a Director shall be liable to the extent provided by applicable law, for: (i) breach of the Director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have the effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to the date when such provision becomes effective.

ARTICLE EIGHTH

The term for which this Corporation is to exist is perpetual.

ARTICLE NINTH

No person shall benefit financially from the dissolution of the Corporation and upon dissolution of the Corporation the assets of this Corporation shall be distributed as set forth in ARTICLE THIRD.

ARTICLE TENTH

The names and addresses of the original incorporators were/are:

Edward C. Schrader,	Box 362, Bonners Ferry, Idaho 83805;
H. M. Aldridge,	Box 84, Bonners Ferry, Idaho 83805;
Harold Faber,	Box 479, Bonners Ferry, Idaho 83805;
Robert H. Collyer,	Box 426, Bonners Ferry, Idaho 83805;
William Chappell,	Box 11, Bonners Ferry, Idaho 83805;
Leroy R. Kelson,	Box 428, Bonners Ferry, Idaho 83805; and
Eugene D, Mullen,	Box 613, Bonners Ferry, Idaho 83805.

ARTICLE ELEVENTH

The number of Directors may be increased or decreased from time to time by amendment of the Bylaws.

ARTICLE TWELFTH

The initial Board of Directors shall be appointed during the first meeting of the incorporators.

ARTICLE THIRTEENTH

The power to adopt, amend and repeal the Bylaws of this Corporation shall reside in the Board of Directors and the Members of this Corporation. Each body must act by a majority vote to adopt, repeal or amend the Bylaws.

ARTICLE FOURTEENTH

The Corporation shall maintain general liability insurance and director and officer liability insurance in such amount as shall be determined by the Board of Directors.

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February
January, 2016. IN TESTIMONY WHEREOF, we have hereunto set our names this 18th day of

[Signature]
James Paulus, Member of the Board of Directors

[Signature]
Dan Moore, Member of the Board of Directors

[Signature]
Ken English, Member of the Board of Directors

[Signature]
Wanda Wilkerson, Member of the Board of Directors

[Signature]
Nancy Russell, Member of the Board of Directors

ACKNOWLEDGEMENT OF ABOVE SIGNATURES

STATE OF IDAHO)
)ss.
COUNTY OF BOUNDARY)

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, James Paulus, Dan Moore, Ken English, Wanda Wilkerson, and Nancy Russell, the five (5) Members of the Corporations, Board of Directors, who are personally known to me to be the persons who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of February 2016.

[Signature]
Notary Public

My commission expires: June 28, 2019



CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of BOUNDARY VOLUNTEER AMBULANCE SERVICE, INCORPORATED, an Idaho not-for-profit corporation; and
- (2) That the foregoing amendment to and restatement of the Articles of Incorporation, comprising eight (8) pages, including this certificate, constitutes an amendment to the Articles of Incorporation of said Corporation, as duly adopted at the meetings of the Members and the Board of Directors duly held on the 21st day of January, 2016, all in accordance with Idaho law.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 19th day
of ^{February} ~~January~~, 2016.


Edna Runyan, Corporate Secretary