

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

LIFENET, INC.

ARTICLE 1
NAME

The name of the Corporation is LifeNet, Inc.

ARTICLE 2
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation, a public benefit corporation and does not have members. It elects to be governed under the new code act (Act 1147 of 1993). When it dissolves, one-half (1/2) of its assets shall be distributed to Christus Health ArkLaTex d/b/a Christus St. Michael Health System, provided they then qualify for exemption from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future federal tax laws, and if it does not qualify, then such one-half (1/2) shall be distributed in accordance with the provisions of Article 4-28-207 of the Arkansas Statutes, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Arkansas franchise tax.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the distribution of one-half (1/2) of the assets to Christus Health ArkLaTex d/b/a Christus St. Michael Health System and for the payment of all of the liabilities of the Corporation, dispose of the balance of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such charitable, educational, religious, literary, or scientific entity as shall at the time qualify as an exempt 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 circuit court of the county in which the principal office of the Corporation is then located, exclusively for the purposes set forth below or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes set forth below.

ARTICLE 3

DURATION

The Corporation will continue in perpetuity.

ARTICLE 4

PURPOSES

The purposes of organizing the Corporation are to perform charitable activities within the meaning of the Internal Revenue Code Section 501(c)(3) and Arkansas law. Specifically, the Corporation is organized for the purpose of

transporting the ill, injured and infirm and the rendering of first aid service in conjunction with the operation of an ambulance service.

ARTICLE 5 POWERS

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Arkansas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its directors, or officers or otherwise accrue distributable profits, or permit the realization of provide gain. The Corporation may not take any action prohibited by the Arkansas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 501(c)(3) and related

regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

2. Serve a private interest other than one clearly incidental to an overriding public interest.

3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

5. Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation’s assets will be distributed to the state

government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purpose.

ARTICLE 7 REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in Arkansas is 124 W. Capitol Avenue, #1900, Little Rock, Arkansas. The name of the registered agent in Arkansas is The Corporation Company.

ARTICLE 8 MANAGING BODY OF CORPORATION

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner or selection, duties, terms, and other matters relating to the Board of Directors.

The Board shall consist of no more than fifteen (15) persons. The number of directors may be increased or decreased by adopting or amending bylaws.

ARTICLE 10
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by an Arkansas statute.

ARTICLE 11
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation.

As the bylaws provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12
CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13
ACTION BY WRITTEN CONSENT

Whenever Directors are required or permitted by law or the bylaws to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote

thereon. Such consents may be executed in one or more counterparts and all shall be filed with the Secretary of the Corporation.

I am the officer of the Corporation and I execute these Second Amended and Restated Articles of Incorporation on the Corporation's behalf on May 16, 2013.

LIFENET, INC.

By: 

Title: President & C.E.O