



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Coastline Emergency Medical Services, Inc

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
STK	\$0.0100	200.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 999 SOUTH BROADWAY
City or Town: EAST PROVIDENCE State: RI Zip: 02914

The name of its initial registered agent at such address is ANDREW PAPPAS

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

ARTICLE 5.1

ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNED BY HIM OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS, IN THE MANNER FOLLOWING:

HE SHALL NOTIFY THE DIRECTORS OF HIS DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY DAYS THEREAFTER, EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM IN WRITING NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR.

AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE MAY SEE FIT.

NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCE WAIVE THE REQUIREMENT.

THE DIRECTORS MAY FIX IN ADVANCE A RECORD DATE FOR DETERMINING THE STOCKHOLDERS HAVING THE RIGHT TO NOTICE OF AND TO VOTE AT ANY MEETING OF THE STOCKHOLDERS OR ADJOURNMENT THEREOF OR THE RIGHT TO RECEIVE A DIVIDEND OR OTHER DISTRIBUTION OR ANY OTHER RIGHTS SPECIFIED IN CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, AND IN SUCH CASE, STOCKHOLDERS OF RECORD ON SUCH RECORD DATE SHALL HAVE SUCH RIGHTS NOTWITHSTANDING ANY TRANSFER OF STOCK ON THE BOOKS OF THE CORPORATION AFTER SUCH RECORD DATED AND ALL AS SPECIFIED IN SAID STATUTE.

ARTICLE 5.2

EACH DIRECTOR AND OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, EXCEPT AS STATED BELOW, REASONABLY INCURRED BY HIM IN CONNECTION WITH ANY ACTION, SUIT OR OTHER PROCEEDING, TO WHICH HE SHALL BE MADE A PARTY OR WITH WHICH HE SHALL BE THREATENED, ARISING OUT OF OMISSIONS OR ACTS COMPLAINED OF IN

ANY SUCH PROCEEDING DONE BY HIM WHILE A DIRECTOR OR OFFICER OF THE CORPORATION OR OF A SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT HE CONTINUES TO BE A DIRECTOR OR OFFICER, AT THE TIME OF INCURRING SUCH EXPENSES OR LIABILITIES. THE FOREGOING INDEMNITY SHALL NOT COVER (A) EXPENSES OR LIABILITIES IN CONNECTION WITH ANY MATTERS AS TO WHICH SUCH DIRECTOR OR OFFICER SHALL BE FINALLY ADJUDICATED TO BE LIABLE BY REASON OF WILLFUL MISCONDUCT OR GROSS NEGLIGENCE IN THE PERFORMANCE OF HIS DUTIES AS SUCH DIRECTOR OR OFFICER; OR (B) EXPENSES OR LIABILITIES IN CONNECTION WITH ANY MATTER WHICH SHALL BE DISPOSED OF THROUGH A COMPROMISE PAYMENT BY SUCH DIRECTOR OR OFFICER PURSUANT TO A CONSENT DECREE OR, OTHERWISE, UNLESS SUCH COMPROMISE SHALL BE APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT IT INVOLVES SUCH INDEMNIFICATION, (1) BY VOTE OF THE BOARD OF DIRECTORS IN WHICH NO INTERESTED DIRECTOR PARTICIPATES, OR (2) BY A VOTE OF THE WRITTEN APPROVAL OF THE HOLDERS OF A MAJORITY OF THE OUTSTANDING STOCK AT THE TIME THE RIGHT TO VOTE FOR DIRECTORS, NOT COUNTING AS OUTSTANDING ANY STOCK OWNED BY ANY INTERESTED DIRECTOR OR OFFICER, OR (3) BY AN OPINION OF DISINTERESTED COUNSEL CHOSEN BY VOTE OF THE BOARD OF DIRECTORS OR STOCKHOLDERS ADOPTED AS DESCRIBED IN CLAUSES (1) AND (2) ABOVE. THE RIGHTS OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OR AFFECT OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED. AS USED IN THESE PROVISIONS, THE TERMS "DIRECTOR" AND "OFFICER", INCLUDING THEIR RESPECTIVE HEIRS, EXECUTORS, AND ADMINISTRATORS, AND AN "INTERESTED" DIRECTOR OR OFFICER IS ONE AGAINST WHOM AS SUCH THE PROCEEDING IN QUESTION OR ANOTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

ARTICLE 5.3

THE STOCK TO BE ISSUED BY THIS CORPORATION SHALL BE SECTION 1244 STOCK AS SET FORTH IN THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, AND SHALL BE ISSUED PURSUANT TO THE FOLLOWING PLAN:

1. ALL OF THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION MAY BE OFFERED WITHIN A PERIOD OF TWO (2) YEARS FROM THE DATE OF THE ADOPTION OF THIS PLAN;
2. IN CONNECTION WITH SUCH STOCK TO BE OFFERED, THIS CORPORATION SHALL QUALIFY AS A SMALL BUSINESS CORPORATION AS DEFINED IN SECTION 1244 (C)(2) OF THE INTERNAL REVENUE CODE, AS AMENDED;
3. NO OFFERING OF STOCK OF THIS CORPORATION IS PRESENTLY IN EXISTENCE;
4. THE STOCK TO BE SO OFFERED SHALL BE ISSUED FOR MONEY OR OTHER PROPERTY OTHER THAN STOCK AND SECURITIES; AND
5. NOT MORE THAN 50 PERCENT OF THE AGGREGATE GROSS RECEIPTS OF THIS CORPORATION IN EACH TAXABLE YEAR SHALL BE FROM ROYALTIES, RENTS, DIVIDENDS, INTEREST, ANNUITIES, AND SALES OR EXCHANGES OF STOCK OR SECURITIES;

6. THE MAXIMUM AMOUNT OF CASH AND PROPERTY (AT ITS FAIR MARKET VALUE) TO BE RECEIVED BY THIS CORPORATION FOR THE STOCK TO BE ISSUED PURSUANT TO THIS PLAN SHALL NOT EXCEED THE SUM OF ONE MILLION (\$1,000,000) DOLLARS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	CAROL L MANSFIELD	360 FAUNCE CORNER RD N. DARTMOUTH, MA 02747 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 15 Day of March, 2012 at 12:12:12 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

CAROL L MANSFIELD

Form No. 100
Revised 09/07

© 2007 - 2012 State of Rhode Island and Providence Plantations
All Rights Reserved



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

