

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN COLORADO RETAC, INC.**

The undersigned persons do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the provisions of the Colorado Revised Statutes, Title 7, Articles 121-137.

ARTICLE I

The name of the corporation shall be the Southern Colorado RETAC, Inc. (hereinafter "SECRETAC").

ARTICLE II

The period of duration of said corporation shall be perpetual.

ARTICLE III

Said corporation is organized as a non-profit corporation pursuant to the laws of the State of Colorado. The purpose of the SECRETAC shall include, but not be limited to:

- a) developing and supporting a regionalized emergency medical and trauma care system to improve the health and safety of residents and visitors to Custer, Fremont, Huerfano, Las Animas and Pueblo Counties;
- b) facilitating the planning, implementation and evaluation of a comprehensive regional emergency medical and trauma service system to achieve optimal care for patients;
- c) working to prevent premature mortality and reduce overall morbidity;
- d) providing advice and recommendations on the planning, implementation and evaluation of a comprehensive regional

emergency medical and trauma service system. It shall also provide for public information and education on emergency health care;

- e) complying with all requirements set forth by the Colorado Nonprofit Corporations Act and amendments;
- f) all other related purposes that a charitable, educational, or scientific, including, for such purposes, 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 IV

The corporation and its officers and council members shall have all the powers granted to non-profit corporations under Title 7, Articles 121-137, Colorado Revised Statutes. Specifically, but not by way of limitation, the corporation, its officers and council members shall have full and unrestricted discretionary power and authority:

- a) to buy, exchange, contract for, lease and in any and all other ways acquire, hold and own, and deal in, sell, mortgage, lease, or otherwise dispose of real and personal property of every kind and description, as may be desirable for use by the corporation in the operation of any business conducted by it.
- b) to borrow money for the conduct of its business and in furtherance of the objectives, purposes and powers herein set forth, and to issue debentures, bonds, certificates of indebtedness, notes and other instruments of like character evidencing the liability of the corporation: to repay the same and to secure any and all thereof by mortgages or deed so of trust on any or all of the real or personal property of the corporation.

- c) to solicit, accept and hold contributions, donations, grants and pledges of money and property for use by the corporation as may be deemed necessary or desirable in promoting and conducting the objectives and purposes of the corporation.
- d) to acquire the good will, rights, property and assets of all kinds of any business capable of being carried on in connection with this corporation's business, and to undertake the whole or part of the liability of the person, firm, or corporation owning such good will, rights, property and assets, on such terms and conditions as may be agreed upon, and to pay for the same in cash, stock, bonds, debentures, notes or securities of the corporation.
- e) to carry on any business which the corporation may deem proper or convenient in connection with any of the foregoing powers and purposes, whether indirectly or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property: and to have and exercise all of the powers conferred by the laws of the State of Colorado on a corporation formed under the act pursuant to which this corporation is formed.
- f) in general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a non-profit corporation organized for the purposes hereinabove set forth, or necessary or incidental to the so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by and an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as the now exist or as they may be hereafter be amended.

g) the purposes specified herein shall be construed as both purposes and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE V

The registered agent of said corporation shall be Tonya R. Hecox, and the registered office of the corporation shall be 900 West Orman Street, Suite MT 101, Pueblo, CO, County of Pueblo, State of Colorado, 81004.

Signed: _____

Date: _____

ARTICLE VI

The name and address of the incorporator of said corporation is as follows:

Tonya R. Hecox, 900 West Orman Street, Suite MT 101, Pueblo, CO, 81004

In witness whereof, the above incorporator has affixed her signature in acceptance and in execution of the Articles of Incorporation on this 17th day of June, 2004.

Tonya R. Hecox

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or 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 three hereof. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or 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 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 United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).

ARTICLE VIII

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 as shall at the time qualify as a exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any 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 Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organized and operated exclusively for such purposes.

ARTICLE IX

The number of directors constituting the board of directors shall be fifteen. The names and addresses of the persons who are to serve as directors shall be as follows:

1. Dee Crump, Trauma Coordinator, Parkview Medical Center, 400 West 16th Street, Pueblo, CO 81003
2. Lisa Wagner, Trauma Coordinator, Spanish Peaks Regional Health Center, 23500 U.S. Highway 160, Walsenburg, CO 81089
3. Tonya Hecox, 110 South Bend, Canon City, CO 81212
4. Cindi Flowers, Custer County Ambulance, PO Box 120, Westcliffe, CO 81252
5. Jesse Souza, Custer County Ambulance, PO Box 120, Westcliffe, CO 81252
6. Chuck Ippolito, Custer County Ambulance, PO Box 120, Westcliffe, CO 81252
7. Purdy Leynse, St. Thomas Moore, 1338 Phay, Canon City, CO 81212
8. Tom Anderson, Canon City American Medical Response, 3245 A Highway 50, Canon City, CO 81212
9. Paul Gomez, Huerfano County Ambulance, 1039 Russell Ave., Walsenburg, CO 81089
10. Brenda Rheuff, La Veta Fire Protection District, PO Box 44, 111 South Main St., La Veta, CO 81055
11. Robert Garduno, Director, Trinidad Ambulance District, P.O. Box 132, Trinidad, CO 81082
12. Pat Vigil, Mt. San Rafael Hospital, 400 Benedicta Ave., Trinidad, CO 81082
13. Bill Cordova, Las Animas County Administrator, 200 East First St - Room 105, Trinidad, CO 81082
14. Doctor Kevin Weber, St. Mary-Corwin Medical Center, 1008 Minnequa Ave., Pueblo, CO 81004
15. Jennifer Bostian, Pueblo American Medical Response, 922 South Santa Fe Ave., Pueblo, CO 81006

ARTICLE X

The corporation shall have such classes of voting members as described in their manner of election, qualifications, tenure, terms of membership, rights, powers, privileges and immunities stated in the bylaws.

ARTICLE XI

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of the law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

ARTICLE XII

The corporation shall indemnify any director, officer, or former director or officer of the corporation, or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

ARTICLE XIII

The articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of the amendment, and as prescribed by the corporate by-laws.

ARTICLE XIV

The by-laws of the corporation shall be adopted by the board of directors. The powers to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors.

ADOPTION

By a motion properly made and seconded, and an affirmative vote of no less than two thirds of its voting membership, these amended by-laws are hereby adopted, this 17th day of June, 2004.

Dee Crump, Chairperson

Lisa Wagner, Vice Chairperson