

State of North Carolina
Department of the Secretary of State

**ARTICLES OF MERGER
NONPROFIT CORPORATION**

Pursuant to §55A-11-04 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic nonprofit corporations.

1. The name of the surviving corporation is EASTERN WAKE EMS, INC.,
a corporation organized under the laws of North Carolina; the name of the merged corporations are
Knightdale Area Rescue Squad, Inc.,
Zebulon Emergency Medical Services, Inc., a corporation organized under the laws of
North Carolina.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law for each of the corporations participating in the merger.
3. With respect to the surviving corporation (*check either a, b, and/or c, as applicable*):
 - a. Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.
 - b. Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.
 - c. Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.
4. With respect to the merged corporation (*check either a, b, and/or c, as applicable*):
 - a. Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.
 - b. Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.
 - c. Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.
5. These articles will be effective upon filing, unless a delayed date and/or time is specified:
July 1, 2005

This is the 11 day of April, 20 05.

EASTERN WAKE EMS, INC.

Name of Corporation



Signature

Eddie Ross, President

Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1.

(Revised January 2000)

CORPORATIONS DIVISION

P.O. BOX 29622

(Form N-04)

RALEIGH, NC 27626-0622

**PLAN OF MERGER
OF
KNIGHTDALE AREA RESCUE SQUAD, INC.
AND**

**ZEBULON EMERGENCY MEDICAL SERVICES, INC.
INTO
EASTERN WAKE EMS, INC.**

1. Name of Each Corporation Planning to Merge; Surviving Corporation.

Knightdale Area Rescue Squad, Inc., a North Carolina nonprofit corporation,
Zebulon Emergency Medical Services, Inc., a North Carolina nonprofit corporation, ("Merging Corporations") shall merge with and into **Eastern Wake EMS, Inc.**, a North Carolina nonprofit corporation ("Surviving Corporation"). The Merger shall become effective at the time indicated in the Articles of Merger and upon acceptance thereof by the Secretary of the State of North Carolina.

2. Terms and Conditions of Merger.

(a) Articles of Incorporation; Bylaws. At the Effective Time of the Merger, the Articles of Incorporation of the Surviving Corporation, and the Amended and Restated Bylaws adopted by the Board of the Surviving Corporation effective as of the Effective Time of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until later amended and/or restated in accordance with the provisions thereof and applicable law.

(b) Assets and Rights. At the Effective Time of the Merger, the corporate

existence of each of the merging Corporations shall, as provided in the North Carolina Nonprofit Corporation Act, be merged with and into the Surviving Corporation. The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, all causes of action, and all and every other interest of or belonging to or due to the Merging Corporations, and each of them, shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

(c) Liabilities and Obligations. At the Effective Time of the Merger, the Surviving Corporation shall henceforth be and remain responsible and liable for all the liabilities and obligations of the Merging Corporations; and neither the rights of creditors nor any liens upon the property of either of the Merging Corporations shall be impaired by the Merger.

3. Manner and Basis of Conversion of Membership Interests.

Upon Merger, the independent existence of each of the Merging Corporations shall cease and merge into the surviving Corporation, which is a nonprofit corporation with Members. Upon merger, the Board of Directors of the Surviving Corporation shall have exclusive authority over the business and affairs of the Merging Corporations, and the Surviving Corporation shall be a nonprofit corporation with Members as set forth in the Bylaws adopted by the merged corporation. All members of each Merging Corporation shall be members of the Surviving Corporation.

4. Other Provisions relating to Merger.

(a) Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation, the title to any property or rights of Merging Corporations or any subsidiary thereof, or otherwise to carry out the provisions hereof, the proper officers and directors of each of the Merging Corporations or Surviving Corporation, as the case may be, as of the Effective Time of the Merger, and thereafter the officers of the Surviving Corporation acting on behalf of the Merging Corporations, as the case may be, shall execute and deliver any and all proper assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions hereof.

(b) Termination and Abandonment. This Plan of Merger may be terminated and the Merger abandoned upon unanimous approval of the Merging Corporations. However, the filing of Articles of Merger which include this Plan of Merger with the North Carolina Secretary of State shall constitute a conclusive presumption that the Merger has been consummated in accordance with the terms hereof.

5. Manner Converting Memberships.

At the time of the Merged Corporation becomes effective, all existing members of the Merging Corporations shall then automatically become members of the Merged Corporation.