

**CERTIFICATE OF INCORPORATION
OF
AMR FOUNDATION FOR RESEARCH AND EDUCATION**

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

1. The name of the corporation (hereinafter called the "corporation") is AMR Foundation for Research and Education.

2. The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

3. The nature of the purposes to be conducted by the corporation is as follows:

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

4. The corporation is not to have authority to issue capital stock.

5. The name and the mailing address of the incorporator are as follows:

Carl Berglind
6200 S. Syracuse Way, Suite 200
Greenwood Village, CO 80111

6. The duration of the corporation is to be perpetual.

7. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

8. The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code, including to (a) support research and educational activities focused on improving patient care, especially in the pre-hospital setting, (b) support community projects which contribute directly or indirectly to the improvement of the care and safety of patients in the pre-hospital setting or the health and wellbeing of the public, and (c) support other organizations, projects, and initiatives that are organized and operated for similar purposes.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Trustees, Directors, Officers or other 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 this Article. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, and (c) by a corporation organized under the Delaware Nonprofit Corporation Act as now existing or hereafter amended.

9. The corporation shall have members. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the Bylaws, provided that there shall not be less than two Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.

10. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in the Bylaws.

11. These Articles may be amended by the Board of Directors in the manner provided by law.

12. 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, distribute all the assets of the corporation to one or more organizations then qualified under Section 501(c)(3) of the Code selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Section 501(c)(3) of the Code.

13. From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

Signed on December 28, 2011.



Carl Berglind, Incorporator