

CERTIFICATE OF INCORPORATION

OF

Patient AirLift Services, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, for the purposes of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, certifies that:

FIRST: The name of the corporation is:

Patient AirLift Services, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The corporation is organized exclusively for charitable, educational, and scientific purposes, 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, as amended (hereinafter "IRC"), and the regulations promulgated thereunder ("the Regulations"), or the corresponding section of any future Federal tax code. Such purposes shall include, serving children, adults, and humanitarian organizations by arranging free air transportation to be provided by others, for access to health care and for other humanitarian purposes, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary benefit or gain of its members, directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in section 404 (a)-(w) of the Not-For-Profit Corporation Law, or section 460-a of the Social Services law.

FOURTH: The corporation shall be a type B corporation, pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Nassau, in the State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

1. Joseph Howley 25 Dublin Hill Road, Greenwich, CT 06830
2. Alan Sheiness 5 Pond View Road, Chester, NJ 07930
3. Peter Ryan 319 West Lyon Farm, Greenwich, CT 06831
4. John Rochelle 23 Rogers Road, Far Hills, NJ 07931
5. James Platz 2 Great Falls Plaza, Auburn, ME 04210
6. Harold Levy 126 Gerard Drive, East Hampton, NY 11937

7. Rhodz Kupferberg 1 Avery Street, Unit 29D, Boston, MA 02111
8. John Shea P.O. Box 1413, East Hampton, NY 11937

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Patient AirLift Services, Inc.
205 Atlantic Avenue
Massapequa Park, NY 11762

EIGHTH: Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not (i) conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501 (c)(3) of the IRC and the Regulations thereunder. (ii) make contributions to any organization which engages in such proscribed activities, or (iii) engage in activities which are prohibited by an organization, contributions to which are deductible under section 170 (b)(1)(A) of the IRC and the Regulations thereunder.

NINTH: No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC section 501 (h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

TENTH: No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

ELEVENTH: The corporation shall have authority to accept as contributions personal property and real property, and to receive, administer, maintain use and employ, in whole or in part, its income funds, securities and property, real and/or personal, as an association organized and operated exclusively for charitable and educational and other non-profitable purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with section 501 (c)(3) of the IRC, and the Regulations, and to pursue such objects and purposes either directly or by contribution to organizations which qualify as exempt organizations pursuant to the code and the Regulations.

TWELFTH: The private property of the directors and officers of the corporation shall not be subject to payment of the corporate debts to any extent whatsoever.

THIRTEENTH: No directorship or officership in the corporation shall be assignable *inter vivos* or passed to any personal representative, heir, or devisee of any director or officer.

FOURTEENTH: The corporation may be liquidated or dissolved, subject to approval of the Justice of the Supreme Court in the County in which the corporation has its office at the time of dissolution, and any such liquidation or dissolution may be carried out in the manner prescribed by the bylaws of the corporation, but any assets of the corporation available for distribution after payment of its lawful debts and satisfaction of applicable legal obligations shall be transferred or assigned only to a corporation or other legal entity which is dedicated to charitable or educational purposes, and which would then qualify under the provisions of section 501 (c)(3) of the IRC and the Regulations thereunder, or any corresponding provisions of subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed, this certificate this 12th day of April, 2010.



John F. Shea, Incorporator
Twomey Latham, Shea, Kelley,
Dubin & Quartararo, LLP,
P.O. Box 9398
Riverhead, New York 11901