

**BYLAWS
OF
PATIENT AIRLIFT SERVICES, INC.
(A TYPE “B” NEW YORK NOT-FOR-PROFIT CORPORATION)**

ARTICLE 1.

MEMBERSHIP

Patient AirLift Services, Inc. (“PALS”) is a Type B corporation as defined in Section 201 (b) of the New York Not For Profit Corporation law, and has by law, no members.

ARTICLE 2.

BOARD OF DIRECTORS

2.1 Board of Directors.

Except as otherwise provided for by law, in the Certificate of Incorporation, or in these Bylaws, PALS shall be managed by its Board of Directors, which is referred to in these Bylaws as the “Board of Directors” or the “Board.” The word “Director” or “directors” as used in these Bylaws means a member or members of the Board of Directors. The phrase “entire Board” as used in the Bylaws means the total number of Directors entitled to vote, which the Corporation would have if there were no vacancies.

2.2 Qualifications.

A Director must be at least eighteen (18) years of age and meet such qualifications as are established from time to time by the Board.

2.3 Number.

The number of Directors constituting the entire Board shall be determined by the Board, and may be increased or decreased by a majority vote of the Board, but in no event shall the number of Directors constituting the Board be less than three (3), nor more than thirty (30). No decrease in the number of Directors shall shorten the term of any incumbent Director.

2.4 Terms.

Each Director will be elected to office for a term of two (2) years. Regular elections of Directors shall be at the Annual Meeting (as described in Section 2.8 below). Each Director can hold office for three (3) consecutive two (2) year terms if his/her name is offered by the Nominating Committee and approved by the Board of Directors. A Director completing three (3) two (2) year terms shall not be eligible for re-election unless re-nominated and seconded by members of the Board who are not members of the Nominating Committee and approved by majority vote of the Board.

2.5 Removal, Resignation and Vacancies.

(a) Any Director may be removed or suspended with or without cause, at any meeting of the Board called for that purpose, with prior written notice to the affected Director, by a majority vote of the Board Directors then in office.

(b) Any Director may resign at any time by giving written notice to the Chairman or President. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by the addressee; and, unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

(c) Any vacancy on the Board that exists at any time may be filled by a majority vote of the Board or the Executive Committee pursuant to Section 2.15(A)(f) at any meeting the notice for which shall specify that such election shall occur. A Director so elected to fill a vacancy shall hold office until the next Annual Meeting at which the election of Directors is in the regular order of business and until his or her successor has been elected and qualified or until any earlier resignation or removal.

2.6 Quorum of Directors.

At all meetings of the Board, one-third of the Directors then in office shall constitute a quorum for the transaction of business requiring a vote. However, a quorum shall never be less than two (2) Directors.

2.7 Action by Board.

The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board, except as expressly provided otherwise in these Bylaws or by the laws of the State of New York. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by members of the Board shall be filed with the minutes of the proceedings of the Board.

2.8 Annual Meetings.

Annual Meetings of the Board shall be held at such time and place as shall be determined by the Board. At the Annual Meeting, the Chairman of the Board, the President or the Chairman of the Nominating Committee shall submit to the Board the report of the Nominating Committee, which shall contain the Committee's nominees for the positions of Directors and officers and the Board shall then vote for or against the nominees presented by the Nominating Committee. Nominations for committee membership shall also be made and appointments thereto approved by the board at the Annual Meeting.

2.9 Annual Report.

At each Annual Meeting of the Board of Directors, the President and Treasurer shall present an annual report showing in appropriate detail the following:

- a) the assets and liabilities, including the trust funds, of the fiscal year of the Corporation as of the end of the fiscal year of the Corporation just terminated;
- b) the principal changes in assets and liabilities, including trust funds, during such fiscal year;
- c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during such fiscal year; and
- d) expenses and disbursements of the corporation, for both general and restricted purposes.

This Annual Report shall be filed with the minutes of the Annual Meeting.

2.10 Regular Meetings.

Regular Meetings of the Board may be held at such time and at such place as shall from time to time be fixed by the Board or the Chairman of the Board. No fewer than four (4) regular Meetings shall be held in each year.

2.11 Special Meetings.

Special Meetings of the Board may be called at any time by the Chairman of the Board; the President; a majority of the Executive Committee; or by any Director upon written demand of not less than one-fifth of the Directors then in office.

2.12 Notice of Meetings.

Notice of each Annual, Regular or Special Meeting, stating the date, time and place of the meeting, shall be given by the Chairman of the Board, the President, the Secretary or by a Director when there is a written demand for a Special Meeting, to each Director. Notice of each meeting of the Board of Directors shall be given to each Director not later than noon, New York time, on the fifth day prior to the meeting. Notices are deemed to have been given: by mail, three (3) days after being deposited with the first class postage thereon prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service; by messenger at the time of delivery; and e-mail at the time transmitted. Notices by mail, messenger or e-mail shall be sent to each Director at the address designated by him/her for that purpose or, if none has been so designated, at his/her last known address. Notice of any meeting of the Board of Directors need not be given to any Director who submits a signed Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at the commencement thereof, the lack of Notice to him/her. If a purpose of a meeting of the Board of Directors is the removal of any Director, the Notice or Waiver of Notice of such meeting shall so state. The Notice or Waiver of Notice of any meeting need not specify the purpose of the meeting unless otherwise expressly provided in these Bylaws, but all Notices must identify the person or persons issuing the Notice.

2.13 Participation by Means of Conference Telephone.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.14 Compensation.

Directors shall not receive, directly or indirectly, any salary or other compensation for their services as Directors of PALS. No contract shall be entered into with or compensation be paid to any firm of which a Director is a partner or member or in which such Director has a material financial interest unless such contract or compensation is approved by a majority of the entire Board at a meeting the notice for which shall have contained a statement of the action to be taken. PALS shall not enter into a contract with or pay compensation to any Director for services to PALS, except to a Director who is employed by PALS in a full-time professional capacity with the approval of a majority of the entire Board at its meeting the notice for which shall have contained a statement of the action to be taken. Nothing herein shall be deemed to prohibit reimbursement of expenses actually and properly incurred on behalf of PALS by a Director (or any firm of which a Director is a partner or member or in which a Director has a material financial interest).

2.15 Committees.

A. Executive Committee.

(a) The Executive Committee shall consist of the Chairman of the Board, the President, and no fewer than three (3) nor more than seven (7) other members of the Board of Directors (as determined by the Board). The members other than the specified officers (i.e., the "at-large members"), shall be elected by the Board. The Chairman of the Board shall be the Chair of the Executive Committee, and shall preside at all meetings thereof.

(b) Each member of the Executive Committee shall serve for a one-year term, and may be re-elected.

(c) The term of any at-large member of the Executive Committee shall terminate when that person's Board membership terminates or when that person is otherwise entitled to serve on the Executive Committee by reason of having been elected as Chairman of the Board.

(d) Any vacancy at any time existing in any position of at-large member of the Executive Committee may be filled as provided for in section 2.5(c) for the vacancy of a Director.

(e) Notices of meetings of the Executive Committee shall be given in the manner established by vote of the majority of all the members of the Executive Committee.

(f) The Executive Committees shall have the authority of the Board of Directors between meetings of the Board, including the authority to fill vacancies on the board; however, it shall not have authority as to the following matters:

1) the fixing of compensation for special services rendered by persons serving on the Board of Directors or on any Committee;

2) the amendment or repeal of the Bylaws or the adoption of new Bylaws;

3) the amendment or repeal of any Resolution of the Board of Directors which, by its terms, shall not be so amendable or repealable; or

4) to fill vacancies on any committees.

B. Nominating Committee.

(a) The Nominating Committee shall consist of no fewer than three (3) and no more than five (5) members of the Board. The members of the Nominating Committee shall be appointed to serve for a term ending upon completion of the subject election for which they were appointed. The Chairman of the Board and the President shall jointly nominate the members of the Nominating Committee and its Chairman, subject to approval and appointment by the Board at the Annual Meeting. In addition, the Chairman of the Board and the President shall be *ex-officio* non-voting members of the Nominating Committee.

(b) The duties of the Nominating Committees shall be as follows:

The Nominating Committee shall nominate persons for election: (i) to the Board of Directors; (ii) as at-large members of the Executive Committee; and (iii) as Executive Officers of PALS.

(c) Notices of meetings of the Nominating Committee shall be given in the manner established by a majority vote of the entire Committee.

C. Administrative Committees.

(a) In addition to the Executive Committee, and the Nominating Committee, the standing committees of PALS shall be the Development Committee, the Pilot Recruiting and Retention Committee, the Safety Committee, the Technology Committee, and the Outreach Committee (which committees are sometimes referred to herein as the Administrative Committees). Each of the Administrative Committees must be created by a resolution adopted by a majority of the entire Board, must consist exclusively of Board members and have at least three (3) members. Each such committee shall have such authority as may be delegated by the Board. The total number of members of the Administrative Committees shall be determined by the Executive Committee from time to time provided that each such committee shall have at least three (3) members.

(b) The Chairman and the President shall nominate the members of the Administrative Committees and their Chairmen, subject to Board approval.

(c) A person who shall cease to be a Director shall, *ipso facto*, cease to be the Chair and/or member of an Administrative Committee.

(d) Notice of meetings of an Administrative Committee shall be given as provided for by a majority vote of such entire Committee.

(e) The Administrative Committees shall have the authority to make recommendations to the Board of Directors and the Executive Committee, but not to take independent action.

D. Special Committees.

(a) The Executive Committee may create special committees at any time and from time to time and for such purposes as may be specified by the Executive Committee. The Chairman shall nominate the members of such committees and

their Chairpersons, subject to approval and appointment by the Executive Committee. The Executive Committee shall report to the board with respect to the creation of any Special Committee at the next Regular or Special Meeting of the Board.

(b) Members of special committees shall serve at the pleasure of the Executive Committee.

(c) Each special committee may have such additional *ex-officio* members as may be determined, from time to time, by the Chairman of the Board. Such additional members shall not be voting members of such special committee.

(d) A special committee shall have the authority to make recommendations to the Board of Directors and the Executive Committee, but not to take independent action on behalf of the Board.

ARTICLE 3.

OFFICERS

3.1 Election or Appointment; Number; Qualifications.

The officers of PALS shall consist of the Chairman of the Board, a President, a Secretary, a Treasurer, such Vice Chairmen, Vice Presidents, and such other officers, as may from time to time be elected or appointed in accordance with these Bylaws. The Chairman, the President, the Vice President(s), the Secretary and the Treasurer (collectively the "Executive Officers") shall be nominated by the Nominating Committee, and elected by the Board from among its members; provided, that a Director must have served as such for at least two (2) full years prior to being nominated for election as Chairman or President. Any Director may hold two (2) or more offices at the same time, except no person may hold the office of both President and Secretary.

3.2 Term.

(a) Subject to the provisions of Section 4.3, all officers shall be elected annually and shall serve until their respective successors have been elected and qualified.

(b) The Chairman shall serve no more than four (4) consecutive one-year terms as Chairman. Any other provision of these Bylaws to the contrary notwithstanding, the election of the Chairman shall automatically constitute the election of the Chairman as a Director if such Director's term would otherwise have expired (so that the Chairman need not stand for simultaneous re-election as a Director).

3.3 Removal, Resignation and Vacancies.

Any Executive Officer of PALS may be removed or suspended with or without cause at a meeting of the Board of Directors called for that purpose with prior notice to the affected officer, by a vote of two-thirds of the entire Board. Any officer of PALS may resign at any time by giving written notice to the Chairman of the Board, or the President of PALS. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by the addressee; and, unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy at any time existing in any office shall be filled by the Board of Directors at any regular or special meeting by the Executive Committee. Any person so designated to fill a vacancy will hold the office until the next Annual Meeting.

3.4 General Authority.

The Officers shall have such authority, duties and powers as may be assigned to them from time to time by the Board, the Executive Committee or the Chairman and, to the extent consistent therewith and with other provisions of these Bylaws, shall have the authority, perform the duties and exercise the powers in the management of PALS usually incident to the offices held by them.

3.5 Duties.

(a) Chairman. The Chairman of the Board shall preside at all Annual Meetings and other meetings of the Board of Directors and perform such other duties as may be assigned to such person by the Board of Directors or the Executive Committee.

(b) Vice Chairman. If the Board appoints a Director or Directors to serve as Vice Chairman, the Vice Chairman shall preside at any meetings over which the Chairman is unable to preside, or when the Chairman recuses himself or

herself on matters before the Directors, and perform such other duties as may be assigned to such person by the Board of Directors or the Executive Committee.

(c) President. The President shall, subject to the control of the Board of Directors, have general supervision of the business of PALS and shall see that all orders and resolutions of the Board of Directors and the Executive Committee are carried into effect. The President, or such other officers as may be authorized by the Board, from time to time, shall execute all bonds, mortgages, contracts and other instruments of PALS. The President shall exercise the powers of the office in consultation with the Chairman of the Board. The President shall otherwise perform such duties as the Board of Directors or the Executive Committee may prescribe.

(d) Vice Presidents. The Vice President and Assistant Vice Presidents, if any are authorized and elected by the Board, shall perform such duties and have such other powers as the Board of Directors or the Executive Committee may from time to time prescribe.

(e) Secretary. The Secretary shall be under the supervision of, and shall perform duties prescribed by, the Board of Directors, the Chairman of the Board, the President or the Executive Committee. The Secretary shall attend all meetings of the Board of Directors and record (or cause to be recorded) all the proceedings thereat in a book or books to be kept for that purpose; perform like duties for the Executive Committee and the Administrative Committees when requested; and shall ensure that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed. The Secretary shall give, or cause to be given, notice to the Directors of all meetings of the Board of Directors. If the Secretary shall be unable or shall refuse to cause notice to be given of any meeting of the Board of Directors, and there is no Assistant Secretary, then the Board or the President may choose another officer to give or cause to be given such notice. The Secretary shall have custody of the seal of PALS and the Secretary or any Assistant Secretary, if there is one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of PALS and to attest the affixing by his or her signature.

(f) Treasurer. The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation; shall deposit or

cause to be deposited sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; shall make reports of the finances of the Corporation when called upon by the Chairman of the Board, President or the Executive Committee; and shall perform such other duties as shall be directed by the Board of Directors or by the Chairman of the Board, President or Executive Committee. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors, the Chairman of the Board, the President and the Executive Committee, and, at the expiration of the Treasurer's term of office, the Treasurer shall turn over to any successor Treasurer all funds, books, vouchers and other properties of the Corporation in the Treasurer's possession.

3.6 Security.

No officer shall be required to give a bond or other security for the faithful performance of his or her duties.

ARTICLE 4.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

4.1 Right of Indemnification.

Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) only if such action or proceeding (or part thereof) was authorized by the Board Directors. Notwithstanding anything to the contrary in this Article, the corporation shall not provide any indemnification for any liability or expense of the Director or Officer if providing such indemnification would constitute "self dealing" under applicable provision of the United States Internal Revenue Code of 1986 and regulations promulgated thereunder, as such laws or regulations may be amended from time to time.

4.2 Advancement of Expenses.

Expenses incurred by a Director or an Officer in connection with any action or proceeding as to which indemnification may be given under Section 4.1 of this Article may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Director or Officer to repay such advancement in case such Director or Officer is ultimately found not to be entitled to indemnification as authorized by the Article, and (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board of Directors then in office. To the extent permitted by law, the Board of Directors, shall not be required to find that the Director or Officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expense hereunder.

4.3 Availability and Interpretation.

To the extent permitted under applicable law, the rights of indemnification and advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or Officer, (or, if applicable, at the sole discretion of the testator or intestate of such Director or Officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or Officer for whom such rights are sought were parties to a separate written agreement.

4.4 Other Rights.

The rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any Director or Officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Certificate of Incorporation, these Bylaws, a resolution of the Board of Directors or an agreement providing for such

indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or Officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

4.5 Severability.

If this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefore.

ARTICLE 5.

CORPORATE FINANCE

5.1 Corporate Funds.

The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such Officer or Officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No Officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

5.2 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

5.3 Loans to Directors and Officers.

No loans shall be made by the Corporation to its Directors and Officers.

5.4 Gifts.

The Board of Directors, the Executive Committee or any authorized Officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

5.5 Voting of Securities Held by the Corporation.

Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks or securities shall be voted by the President as he or she shall determine.

5.6 Income from Corporation Activities.

All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE 6.

MISCELLANEOUS

6.1 Office.

The principal office of PALS shall be in County of Nassau, State of New York or such other place within the State of New York as may from time to time be designated by the Board of Directors.

6.2 Seal.

PALS may, but shall not be required to, have a corporate seal. If a corporate seal is adopted, it shall have inscribed thereon the name of PALS, the year of its incorporation and the words "Corporate Seal New York."

6.3 Checks.

All checks or demands for money shall be signed by such person or persons as the Board of Directors may from time to time determine.

6.4 Books and Records.

PALS shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and Executive Committee, if any, and shall keep at the office of PALS in New York State, a record containing the names and addresses of all Directors and officers and the dates when they respectively assumed their current positions. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.5 Amendment of Bylaws.

The Bylaws may be adopted, amended or repealed by the Board of Directors, except that any action by the Board of Directors changing the number of Directors shall require the vote of a majority of the entire Board. Notice of a vote on a proposed Bylaws amendment shall be in writing, shall be accompanied by a statement indicating the proposed amendment or the substance thereof, and shall be given to each Director at least two weeks in advance of the vote.

6.6 Section Headings and References.

The headings of the Articles and Sections of these Bylaws have been inserted for convenience of reference only and shall not be deemed to be a part of these Bylaws. Any reference in these Bylaws to a Section means a Section of these Bylaws unless otherwise specified.