

EXHIBIT C

Statement of Purpose and Intent

The purpose of this transaction, as is more fully set forth in the Membership Purchase Agreement, is for a newly formed joint venture entity, Ambulnz-FMC North America LLC (“A-FMCNA”), to acquire 100% of the ownership of Ambulnz NY 3, LLC (“ANY3”) through a purchase of 100% of the membership interest in ANY3. As the council may be aware, ANY 3 is currently a wholly owned subsidiary of Ambulnz Holdings, LLC. A-FMCNA will be purchasing the membership interest from Ambulnz Holdings LLC.

The purpose of this Application is to ask the Regional Emergency Medical Services Council of NYC in accordance with the provisions of NYS Public Health Law Article 30 Section 3010 to find A-FMCNA “Fit and Competent”, as those terms are defined in Article 30, to purchase 100% of the membership interests in ANY3.

As the council is aware, ANY3 holds ambulance operating authority for the five boroughs of New York City under Agency Code 0668. It is the intent of the parties to continue to operate ANY3 as a full service ambulance service throughout the Primary Territory. Although ANY3 post-transfer will continue for the short term to operate at the BLS level, as it currently operates, it is the intent of A-FMCNA to have ANY3 upgrade to the ALS level after the transfer of ownership. Further it is A-FMCNA’s intent to increase the number of service vehicles and to employ additional EMTs and Medics post transfer.

A-FMCNA looks forward to becoming an active participant in the EMS community and hopes to be a positive addition to the EMS community.

Dated: October 21, 2019

Respectfully submitted:

Ambulnz Holdings LLC (seller)

Ambulnz-FMC North America, LLC (buyer)

✓ 
By: Stan Vashovsky CEO

By: William Valle, Sec.

(this document may be executed in counterparts)

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(this document may be executed in counterparts)

EXHIBIT D

Resume of New Owner

Ambulnz-FMC North America, LLC is a joint venture of Ambulnz Holdings LLC (“Ambulnz”) and Fresenius Medical Care Holdings, Inc. (“Fresenius”). Ambulnz and Fresenius each hold a 50% membership/ownership in the joint venture. It was formed for the purpose of obtaining and holding medical transportation operating authority in geographic areas of common interest to the members. Ambulnz NY 3, LLC is the first medical transportation entity that is being acquired by the joint venture.

Ambulnz – FMC North America, LLC is governed by a Board of Directors comprised of five members: two from Ambulnz (Stan Vashovsky and Andre Oberholzer); two from Fresenius (Michael Asselta and William Valle); and one independent director chosen by the other four (David Tamburri).

Ambulnz-FMC North America, LLC has no independent operating history in the medical transportation industry, and has no experience except to the extent it acquired a 4.5% membership interest in Ambulnz NY 3, LLC upon the execution of the purchase agreement and payment of the deposit for this proposed transfer of ambulance operating authority. This transfer of 4.5% membership interest was below the level requiring any governmental approval and the current application is the first time Ambulnz-FMC North America LLC has gone through this process.¹

Fresenius, as the Council and Department may know, operates dialysis services throughout the United States. Fresenius is a wholly owned subsidiary of a German Corporation Fresenius Medical Care AG & Co. KGaA whose stock is traded on the New York stock exchange. Annexed hereto is an organizational chart of the ownership of Fresenius. Further organizational documentation and SEC filings for this organization are available upon request. As the Council and Department are aware, ownership and operation of dialysis services is not one of the categories of disclosure required pursuant to DOH 3778.

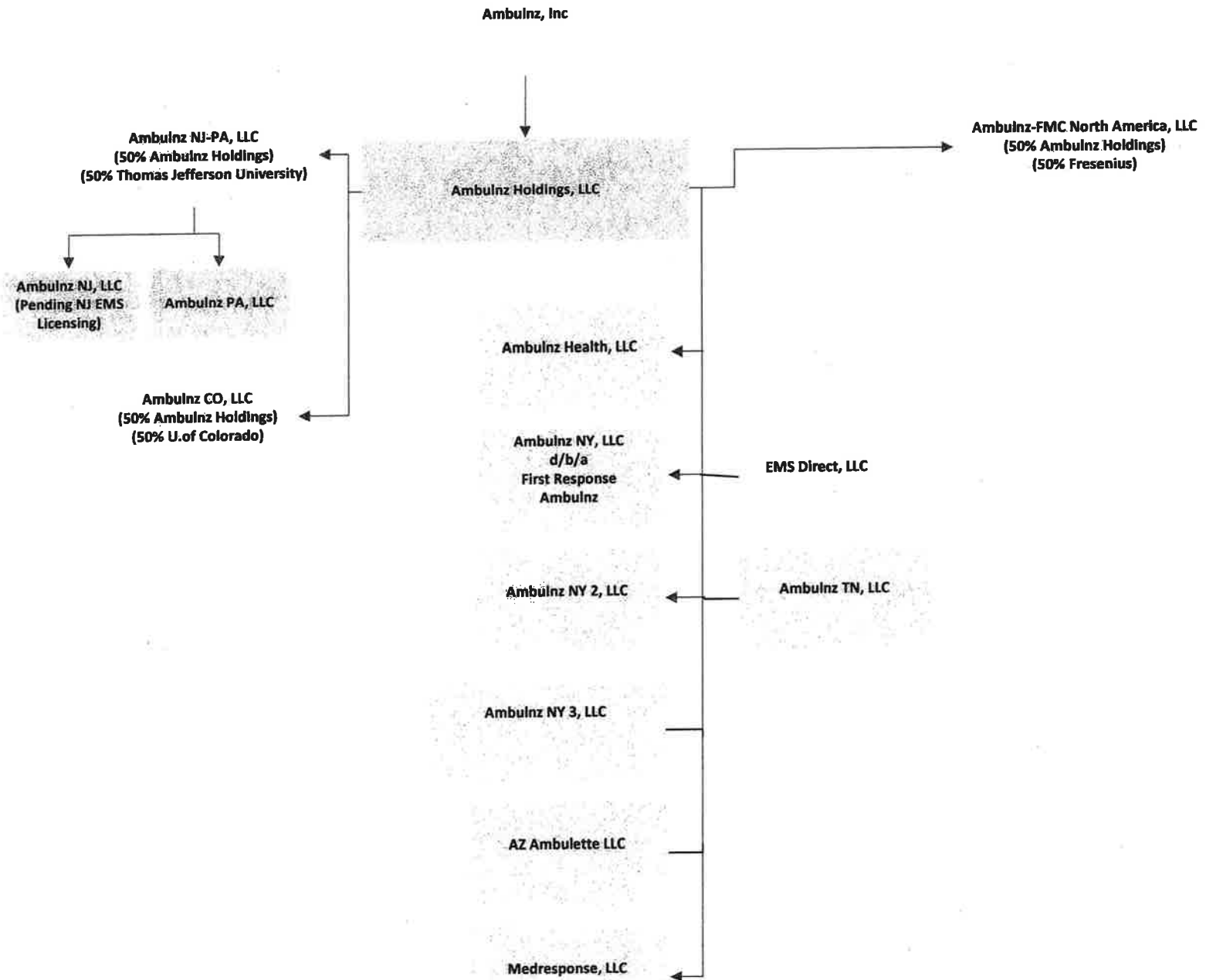
Ambulnz brings medical transportation experience to the joint venture. As the Council may recall from earlier transfer applications that have been submitted to it by Ambulnz, Ambulnz is a wholly owned subsidiary of Ambulnz Inc., a privately owned investment entity that has only one shareholder with an ownership interest in excess of ten percent. Stan Vashovsky, the founder of Ambulnz Inc. who serves as the CEO and a Director of Ambulnz and each of its subsidiaries and joint ventures is the only person or entity with an ownership interest in excess of 10%. His resume and fully executed 3778 are submitted in Exhibit B to this Application.

As is set forth in the attached organizational chart, Ambulnz has wholly owned subsidiaries with ambulance operating authority in New York, California and Tennessee. Ambulnz also has a fifty percent interest in two other joint ventures, one with Thomas Jefferson University (Ambulnz NJ-PA, LLC) which has ambulance operating authority in Pennsylvania and one with the University of Colorado (Ambulnz CO, LLC) which holds ambulance operating authority in El Paso and

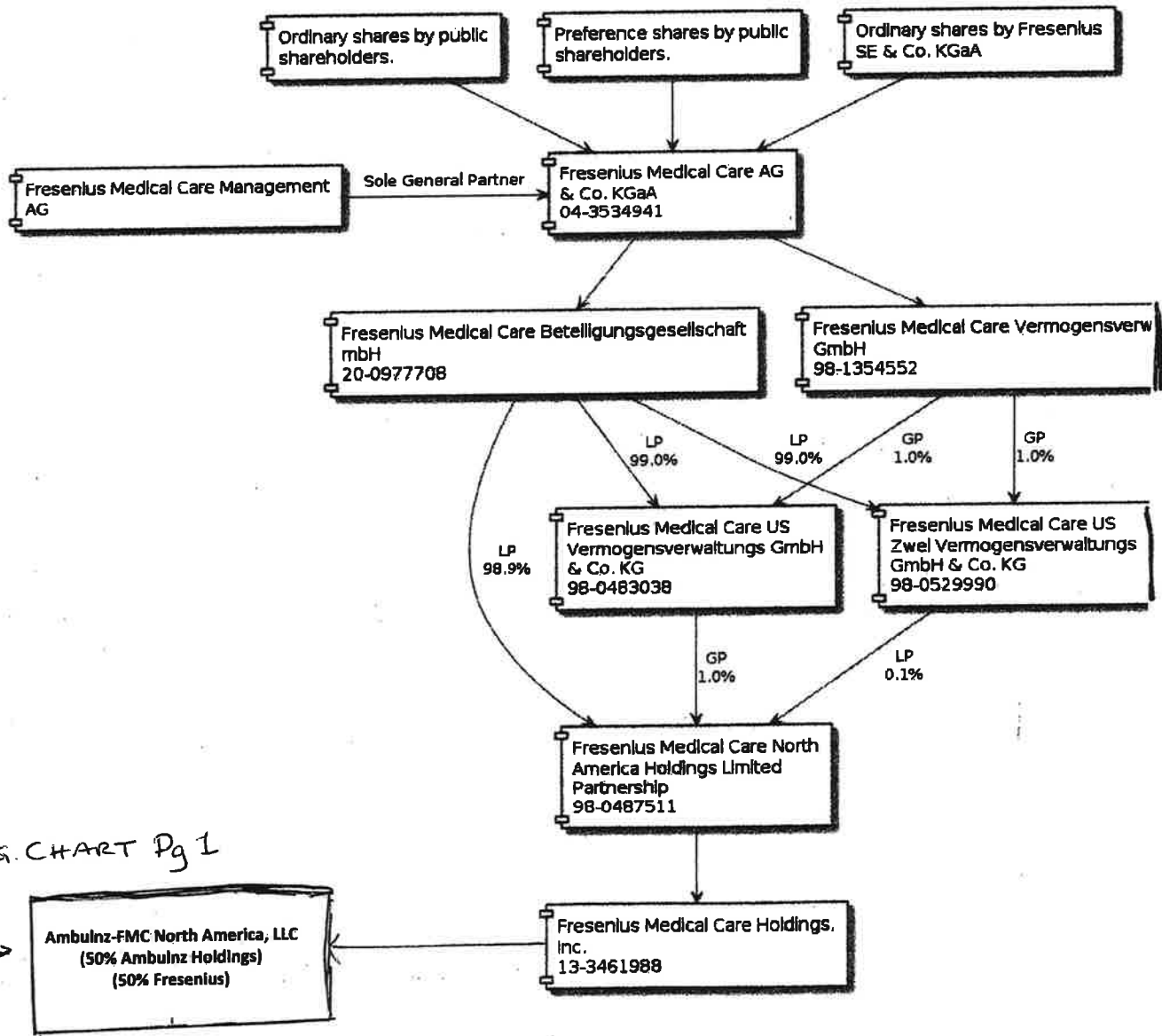
¹ DOHBEMS has advised that since this was such a short term de minimus ownership interest, Fresenius and its officers and directors should indicate “no” previous experience when completing their 3778 forms.

Denver Counties in Colorado. All of the operating entities have and continue to operate in a positive manner and are in good standing with the various licensing agencies.

Ambulnz – FMC North America LLC looks forward to providing exceptional medical transportation services throughout the five boroughs and hopes to become a productive and necessary member of the EMS community. If there are any questions regarding either Fresenius or Ambulnz, please do not hesitate to contact us.



See ORG
CHART
Pg 2



SEE ORG. CHART Pg 1

EXHIBIT E

OFFICERS DIRECTORS AND OWNERS
AMBULNZ NY 3, LLC
PRE TRANSFER

Officers: Stan Vashovsky CEO
Andre Oberholzer CFO
Michael Witkowshi CCO

Directors: Stan Vashovsky
Andre Oberholzer
Rachel Smedra

Owners: AMBULNZ HOLDINGS LLC – 95.5% MEMBER
AMBULNZ-FMC NORTH AMERICA, LLC – 4.5% MEMBER**

** At the time the sale agreement was signed there was a transfer of 4.5% equity interest conveyed to the purchaser. The Department of Health has advised that this small, short term conveyance required no regulatory approvals and has not provided the buyer with any reportable operational or ownership experience or history.

OFFICERS DIRECTORS AND OWNERS
AMBULNZ NY 3, LLC
POST TRANSFER

Officers: Stan Vashovsky CEO
Andre Oberholzer CFO
Michael Witkowschi CCO

Directors: Stan Vashovsky
Andre Oberholzer
William Valle
Michael Asselta

Owners: AMBULNZ-FMC NORTH AMERICA LLC** – SOLE MEMBER

**AMBULNZ-FMC NORTH AMERICA LLC has two members:

1. AMBULNZ HOLDINGS LLC -50%
2. FRESENIUS MEDICAL CARE HOLDINGS, INC.
d/b/a FRESENIUS MEDICAL CARE NORTH AMERICA -50%

OFFICERS, DIRECTORS AND OWNERS
OF
AMBULNZ – FMC NORTH AMERICA LLC

Directors: William Valle
Michael Asselta
Stan Vashovsky
Andre Oberholzer
David Tambourri

Officers: Stan Vashovsky President.
Andre Oberholzer Treasurer
William Valle Secretary
Kelly Adair VP – Operations
Michael Witkowski CCO

Owners: Ambulnz Holdings LLC 50% equity interest
Fresenius Medical Care Holdings, Inc.
d/b/a Fresenius Medical Care North America 50% equity interest

EXHIBIT F

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:01 PM 05/17/2019
FILED 03:01 PM 05/17/2019
SR 20194089518 - File Number 7424622

CERTIFICATE OF FORMATION


OF

Ambulnz-FMC North America LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

- FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is: Ambulnz-FMC North America LLC
- SECOND:** The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated
- THIRD:** The duration of the limited liability company shall be perpetual.
- FOURTH:** The name and address of the member is:
- Ambulnz Holdings, LLC, 35 W 35th St, 5th Floor, New York, New York 10001

Executed on May 17, 2019



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AMBULNZ-FMC NORTH AMERICA LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2019, AT 3:01 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7424622 8100
SR# 20194089518

Authentication: 202863742
Date: 05-21-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AUTHORITY UNDER SEC. 805 OF THE LIMITED LIABILITY COMPANY LAW

ENTITY NAME: AMBULNZ-FMC NORTH AMERICA LLC

DOCUMENT TYPE: APPLICATION FOR AUTHORITY (FOR LLC)

COUNTY: NEWY

FILED:06/27/2019 DURATION:***** CASH#:190627000043 FILM #:190627000040
DOS ID:5578363

FILER:

EXIST DATE

MARK WILLIAMS
BUSINESS FILINGS INCORPORATED
8020 EXCELSIOR DRIVE, SUITE 200
MADISON, WI 53717

06/27/2019

ADDRESS FOR PROCESS:

C/O BUSINESS FILINGS INCORPORATED
187 WOLF ROAD, SUITE 101
ALBANY, NY 12205

REGISTERED AGENT:



The limited liability company is required to file a Biennial Statement with the Department of State every two years pursuant to Limited Liability Company Law Section 301. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

SERVICE COMPANY: BUSINESS FILINGS INCORPORATED

SERVICE CODE: M9

FEEs	285.00
FILING	250.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	25.00

PAYMENTS	285.00
CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	285.00
OPAL	0.00
REFUND	0.00



Division of Corporations,
State Records and
Uniform Commercial Code

190627000040

Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

APPLICATION FOR AUTHORITY OF

Ambulnz-FMC North America LLC

(insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the foreign limited liability company is:

Ambulnz-FMC North America LLC

If the name does not contain the required words or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following words or abbreviation is added to the name for use in this state:

(Do not complete this section unless the foreign limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the foreign limited liability company will do business in New York is:

(The fictitious name must contain the words "Limited Liability Company" or abbreviation "LLC" or "L.L.C.")

SECOND: The jurisdiction of organization of the foreign limited liability company is:

Delaware

The date of its organization is: 5/17/2019

THIRD: The county within New York state in which the office, or if more than one office, the principal office of the foreign limited liability company is to be located is: New York

(A county in New York is required. Please note that the limited liability company is not required to have an actual physical office in this state.)

FOURTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

c/o Business Filings Incorporated, 187 Wolf Road, Suite 101, Albany, New York 12205

FIFTH: *(Check and complete the statement that applies)*

The address of the office required to be maintained in the jurisdiction of its formation is:
108 West 13th Street, Wilmington, DE 19801

No office is required to be maintained in the jurisdiction of its formation. The address of the principal office of the foreign limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

SEVENTH: The authorized officer (e.g. "Secretary of State") in its jurisdiction of its formation where a copy of its articles of organization is filed is:

Jeffrey W. Bullock, Delaware Secretary of State

The address of the authorized officer is:

Division of Corporations, John-G. Townsend Bldg., 401 Federal St. - Ste. 4, Dover, DE 19901

/s/ Stanley Vashovsky

(Signature)

Stanley Vashovsky, Member of Ambulnz Holdings, LLC

(Type or print name)

Capacity of signer *(Check appropriate box):*

- Member
- Manager
- Authorized Person

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMBULNZ-FMC NORTH AMERICA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.




Jeffrey W. Bullock, Secretary of State

7424622 8300

SR# 20195598563

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203079626

Date: 06-21-19

APPLICATION FOR AUTHORITY OF

040

Ambulnz-FMC North America LLC
(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

Filer's Name and Mailing Address:

Mark Williams

Business Filings Incorporated

8020 Excelsior Dr., Suite 200

Madison, WI 53717

City, State and Zip Code:

Drawdown Account #M9

NOTES:

- 1. This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores.
2. Attach a Certificate of Existence, Certificate of Good Standing or Certificate of Status from the official who files and maintains limited liability company records in the jurisdiction of the foreign limited liability company's formation.
3. The name of the foreign limited liability company and its date of formation provided on this document must exactly match the name of the foreign limited liability company and, if applicable, the date of formation stated in the Certificate of Existence, Certificate of Good Standing or Certificate of Status.
4. The Department of State recommends that legal documents be prepared under the guidance of an attorney.
5. The application for authority must be submitted with a \$250 filing fee made payable to the Department of State.

(For office use only.)

RECEIVED

2019 JUN 26 PM 4:05

STATE OF NEW YORK DEPARTMENT OF STATE

JUN 27 2019

FILED 2019 JUN 27 AM 9:24

TAXES BY:

FILED

[Handwritten signature]

043

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on June 28, 2019.

A handwritten signature in black ink, appearing to read "Whitney Clark".

Whitney Clark
Deputy Secretary of State

EXHIBIT G

CERTIFICATE OF FORMATION

OF

Ambulnz NY 3, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: Ambulnz NY 3, LLC

SECOND: The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated

THIRD: The duration of the limited liability company shall be perpetual.

FOURTH: The name and address of the member is:

Ambulnz Holdings, LLC, 35 W 35th St 5th Floor, New York, New York 10001

Executed on March 8, 2017



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AMBULNZ NY 3, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2017, AT 1:08 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6341398 8100
SR# 20171660843

Authentication: 202166288
Date: 03-09-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State Of Delaware

Entity Details

8/15/2019 3:59:37PM

File Number: 6341398

Incorporation Date / Formation Date: 3/8/2017

Entity Name: AMBULNZ NY 3, LLC

Entity Kind: Limited Liability Company

Entity Type: General

Residency: Domestic

State: DELAWARE

Status: Good Standing

Status Date: 3/8/2017

Registered Agent Information

Name: BUSINESS FILINGS INCORPORATED

Address: 108 WEST 13TH ST

City: WILMINGTON

Country:

State: DE

Postal Code: 19801

Phone: 800-981-7183

Tax Information

Last Annual Report Filed: 0

Tax Due: \$ 0

Annual Tax Assessment: \$300

Total Authorized Shares:

Filing History (Last 5 Filings)

Seq	Description	No of Pages	Filing Date mm/dd/yyyy	Filing Time	Effective Date mm/dd/yyyy
1	LLC	1	3/8/2017	1:08 PM	3/8/2017

EXHIBIT H

H. Notices of Deficiency / Malpractice Actions

There are no continuing, uncorrected patient care violations or malpractice actions required to be reported.