

**Articles of Incorporation
of
New Vista Behavioral Healthcare Foundation, Inc.**

The undersigned executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation under the Kentucky Nonprofit Corporation Acts in accordance with the following provisions:

Article I - Name

The name of the corporation is New Vista Behavioral Healthcare Foundation, Inc.

Article II - Purposes, Powers and Dissolution

2.1 The corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code and for the benefit of, to carry out the functions of, and to carry out the purposes of Bluegrass.org, Inc., a Kentucky nonprofit corporation (the "Supported Organization") or, if the Supported Organization should cease to provide behavioral health services or services for individuals with developmental disabilities in the Commonwealth of Kentucky, to such other exempt organization as the board of directors may select which is then qualified as a §501(c)(3) organization and which provides behavioral health services or services for individuals with developmental disabilities in the Commonwealth of Kentucky. The corporation may receive contributions and fees, and shall distribute its funds for public, charitable, educational and scientific purposes, as hereinafter set forth. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations under the Kentucky Nonprofit Corporation Acts; provided, however, that the corporation shall not have or exercise any power prohibited by Articles 2.2.

2.2 The corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article 2.1 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and which is described in Section 509(a)(3) of

the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

2.3 Upon dissolution of the corporation, the board of directors (after paying or making provisions for the payment of all liabilities of the corporation) shall distribute all remaining assets of the corporation to the Supported Organization, or if the Supported Organization should cease to provide behavioral health services or services for individuals with developmental disabilities in the Commonwealth of Kentucky, to such other exempt organization as the board of directors may select which is then qualified as a §501(c)(3) organization and which provides behavioral health services or services for individuals with developmental disabilities in the Commonwealth of Kentucky. If, upon dissolution of the corporation, there are no such organizations, the board of directors shall distribute the remaining assets of the corporation to such other 501(c)(d) organizations, to a state or local government, or to the federal government for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

2.4 In the event the corporation is ever a “private foundation” as defined in Section 509(a) of the Code, the corporation (consistent with the provisions of KRS 273.400) shall distribute at such time and in such manner, for each taxable year, an amount of its income at least sufficient to avoid liability for any tax imposed under Section 4942 of the Code, and shall not (a) engage in any act of “self-dealing” as defined in Section 4941(d) of the Code, (b) retain any “excess business holdings” as defined in Section 4943(c) of the Code, (c) make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code, or (d) make any “taxable expenditure” as defined in Section 4945(d) of the Code.

Article III - Registered Office and Registered Agent

The street address of the corporation’s initial registered office is 1351 Newtown Pike, Building 1, Lexington, Kentucky 40511, and the name of the corporation’s initial registered agent at that office is Paul R. Beatrice.

Article IV - Principal Office

The mailing address of the corporation’s principal office is 1351 Newtown Pike, Building 1, Lexington, Kentucky 40511.

Article V - Members

The corporation shall have no members except as may be provided in bylaws hereafter duly adopted by the board of directors.

Article VI - Board of Directors

The business and affairs of the corporation are to be conducted by a board of directors, the number to be set in the manner provided in the bylaws; provided, however, that the board of directors shall not consist of less than three (3) persons. The corporation shall have five (5) initial directors whose names and addresses are listed below:

Paul R. Beatrice
509 Duddee Ct.
Lexington, Kentucky 40509

Linda Watt
P.O. Box 23436
Lexington, Kentucky 40523

Scott Gould
109 Gateway Path
Georgetown, Kentucky 40324

Mary June Bruner
975 US Hwy 62E
Cynthiana, Kentucky 41031

Karen Ward
15 Boone Avenue
Winchester, Kentucky 40391

So long as Bluegrass.org, Inc. is providing behavioral health services or services for individuals with developmental disabilities in the Commonwealth of Kentucky, Bluegrass.org, Inc. shall have the right to designate five (5) members of the board of directors of the corporation.

Article VII - Limitation of Director Liability

The directors of the corporation shall be entitled to the benefits of all limitations on the liability of directors that are now or hereafter become available under the Kentucky Nonprofit Corporation Acts. Without limiting the generality of the foregoing, no director of the corporation shall have any personal liability to the corporation for monetary damages for breach of his or her duties as a director; provided, however, that this provision shall not eliminate or limit the liability

of a director (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

Article VIII - Indemnification

Each person who is or was a member, director, trustee, officer or employee of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, officer or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by

any applicable portion of this article that shall not have been invalidated or by any other applicable law.

Article IX - Incorporator

The name and mailing address of the incorporator is:

Paul R. Beatrice
1351 Newtown Pike, Building 1
Lexington, Kentucky 40511

Executed by the incorporator this 20th day of September, 2018.



Paul R. Beatrice