

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

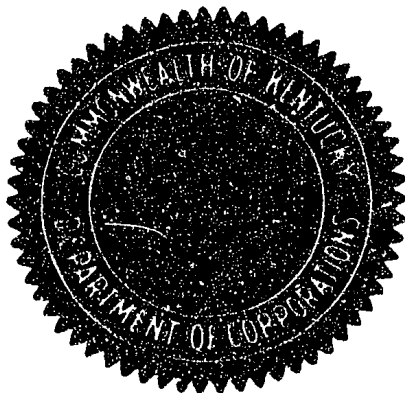
## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky* certify that there has been delivered to my office articles of incorporation of **ACCESS MEDICAL CARE, INC.**

The name and address of the registered agent of this corporation is

NAME **C T CORPORATION SYSTEM**  
STREET ADDRESS **KENTUCKY HOME LIFE BLDG.**  
CITY STATE **LOUISVILLE, KENTUCKY**

**NOW, THEREFORE**, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, **FRANCES JONES MILLS**, *Secretary of State*, issue this Certificate of Incorporation.



Issued this **21ST** day of **JULY**, 1982,

at Frankfort, Kentucky,

*Frances Jones Mills*  
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
ACCESS MEDICAL CARE, INC.

JUL 21 1982  
*[Signature]*  
SECRETARY OF STATE

I, the undersigned, Carolyn F. Shain, One Riverfront Plaza, Louisville, Jefferson County, Kentucky 40201, do hereby incorporate a non-profit corporation without capital stock or stockholders, under the provisions of KRS 273.161 to KRS 273.390, and for that purpose adopt the following **260744** Articles of Incorporation.

ARTICLE I

The name of the corporation is Access Medical Care, Inc.

ARTICLE II

Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the provisions of Article II of these Articles of Incorporation.

The objects and purposes of the Corporation, and the powers it shall have and may exercise are as follows:

§1. To operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax law) in such manner that (1) no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the

activities of the Corporation, (ii) it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

§2. To organize, promote, foster, assist (whether financially or otherwise) and conduct such religious, charitable, scientific, literary, and educational enterprises, activities and institutions as from time to time may be determined, selected or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

§3. In furtherance of the aforesaid purposes, enterprises, activities and projects:

(a) To acquire by gift, exchange, or otherwise, property of any and all kind, and to sell, transfer and otherwise dispose of any property it so acquires;

(b) To invest and reinvest any such property;

(c) To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(d) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property to reinvest the proceeds thereof as herein permitted;

(e) To accept gifts, bequests or devises of property of any kind which any person, firm or corporation may make to the Corporation, upon the terms, trusts and conditions set forth in deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation.

(f) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property.

(g) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or Statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax law).

4. The Corporation shall have the following powers in addition to those set forth in KRS 273.171:

(a) To the extent, for the purposes, and in the manner herein provided, to acquire, hold, sell, dispose of, pledge or mortgage, such property as its purposes may require;

(b) To become a member of any other non-stock or non-profit corporation organized under the laws of this State, or to become affiliated with any other organization of like character existing under the laws of

this State; provided, however, that such corporation or organization is an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax law);

(c) To the extent permitted by law, to enter contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments in behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter any trust agreement, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; subject to any limitation prescribed by law or by these Articles of Incorporation.

§5. Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Internal Revenue Code of 1954, or by corresponding provisions of any subsequent Federal tax laws, then;

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or by corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or under corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent tax laws.

#### ARTICLE III

§1. The Corporation shall have perpetual duration.

§2. The Corporation's existence shall begin when the Secretary of State of Kentucky shall have issued the Certificate of Incorporation.

§3. If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) Assets held by this Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(c) Assets which have been received and are held by this Corporation subject to limitations permitting their use only for religious,

charitable, scientific, literary, educational or similar purposes and which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies or organizations, organized under the laws of any State, which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws, pursuant to a plan of distribution adopted as provided by law;

(d) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies or organizations, organized under the laws of any State, which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws, pursuant to a plan of distribution adopted as provided by law.

#### ARTICLE IV

The Corporation shall have neither capital stock nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or property inure to the incorporator thereof, nor to any officer or director thereof, except as compensation for services actually rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the religious, charitable, scientific, literary, and educational purposes set out and referred to in Article II hereof.

#### ARTICLE V

Until otherwise changed, the principal office of the Corporation shall be at 1800 First National Tower, Louisville, Kentucky 40202, and

the name and address of its resident agent <sup>office</sup> for services of process is CT Corporation System, Kentucky Home Life Building, Louisville, Kentucky, 40202.

ARTICLE VI

The name and post office addresses of its directors who are to serve until the first annual meeting of its Board of Directors, or until the first meeting called to elect the Board of Directors are:

<u>Name</u>	<u>Address</u>
Arthur P. Hipwell	One Riverfront Plaza Louisville, Kentucky 40202
Glenn D. Bossmeyer	One Riverfront Plaza Louisville, Kentucky 40202
Carolyn F. Shain	One Riverfront Plaza Louisville, Kentucky 40202

ARTICLE VII

There shall be no members of the Corporation.

ARTICLE VIII

§1. (a) The affairs of the Corporation shall be conducted by the Board of Directors and by such officers as shall be provided in the By-Laws.

(b) The Board of Directors shall consist of not less than three (3) persons, and until otherwise fixed by the By-Laws shall consist of three (3) persons. The election of directors shall take place at the annual meeting of the Board of Directors, or as otherwise provided in the By-Laws.

(c) Each Director shall be elected for a term of one (1) year. Each Director so elected shall hold office for said term and until



his respective successor shall have been duly elected and shall have accepted office.

(d) No officer need be a director.

(e) Directors may be removed from office during their term of office as provided in the By-Laws.

§2. The annual meetings of the Corporation's Board of Directors shall be held at the Corporation's office aforesaid at such time and place as may be fixed by the Corporation's By-Laws.

§3. The duties and powers of the Board of Directors and officers of the Corporation shall except as herein otherwise specifically provided, be such as are usually incident to similar Boards of Directors and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors or upon any such officer by law or by amendment to the Articles of Incorporation or By-Laws or by appropriate corporate resolution.

#### ARTICLE IX

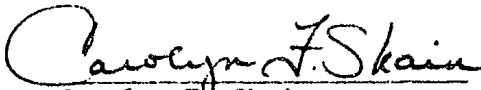
§1. The Corporation's Articles of Incorporation may be amended in the manner provided by law.

§2. The Board of Directors may adopt By-Laws for the Corporation, and may amend such By-Laws.

#### ARTICLE X

The private property of the incorporator, and of the directors shall not be subject to any of the Corporation's debts and liabilities.

IN TESTIMONY WHEREOF, witness the signature of the party hereto on this 17<sup>th</sup> day of July, 1982.

  
Carolyn F. Shain



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1000000000  
P.O. Box 1000  
Frankfort, Kentucky  
40601-1000  
1000000000



July 20, 1982

Secretary of State  
Corporations Department  
Capitol Building  
Frankfort, Kentucky 40601

Attention: Mary Lee Birdwhistle

Dear Ms. Birdwhistle:

Enclosed please find three copies of the Articles of Incorporation for Access Medical Care, Inc., a non-profit corporation. Also enclosed is a check for \$4.00 to cover the filing fee.

Please return two stamped copies to me for my records and for filing on the county level as soon as possible.

If you have any questions, please contact me at (502)561-2118.

Sincerely,

*Martha E. McTavish*

Martha E. McTavish  
Paralegal

MEM/djh

enclosures