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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
SOLUTIONS HEALTH INC.**

The undersigned, serving as the incorporator, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Solutions Health Inc. (the “**Corporation**”).

ARTICLE II

Purposes and Powers

A. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for charitable, religious, educational, and scientific purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder (the “**Regulations**”), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall provide healthcare services to individuals in Louisville, Kentucky, including underserved populations. Such services shall include:

[1] Sexual health services, including, but not limited to, the provision of birth control, certain HIV treatments, and general sexual education to its patients;

[2] Primary healthcare services, including immediate care and wound care; and

[3] Other services and resources that are aimed at the promotion of health for all individuals, including underserved populations.

B. **Powers.** Except to the extent prohibited by these Articles or by section 501(c)(3) of the Code, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the provisions of the Kentucky Nonprofit Corporation Act (the “**Act**”), KRS 273.161 et seq., including without limitation, the general powers enumerated in KRS 273.171.

C. **Prohibited Activities.**

[1] The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

[2] No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from advancing or loaning its Directors, officers or employees any money or property.

[3] The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

[4] The Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code.

[5] The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

[6] The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Lisa Cambron
#116
3044 Bardstown Road
Louisville, KY 40205

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

#116
3044 Bardstown Road
Louisville, KY 40205

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of three (3) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Abra Sickles
#116
3044 Bardstown Road
Louisville, KY 40205

Maribeth Wright
#116
3044 Bardstown Road
Louisville, KY 40205

Victoria Hoops
#116
3044 Bardstown Road
Louisville, KY 40205

Each Director shall continue as Director as provided in the Bylaws; however, notwithstanding any contrary provision in the Bylaws, any Director may be removed, with or without cause, at any time, by vote of two-thirds of the remaining Directors then in office. Upon such removal, the resulting vacancy shall be filled by vote of the remaining members of the Board of Directors.

ARTICLE VII

Members

The Corporation shall not have any members.

ARTICLE VIII

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE IX

Indemnification

Each person who is or was a Director or officer of the 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 attorneys' 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 Director or officer; provided, however, that 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. 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 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 nevertheless shall indemnify each such person, to the full extent permitted by any applicable

portion of this Article that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE X

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to another organization (or organizations) serving similar purposes as the Corporation, provided that such recipients are recognized as being tax-exempt under section 501(c)(3) of the Code.

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) 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
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

Amendment

These Articles may be amended as provided in the Corporation's Bylaws.

ARTICLE XII

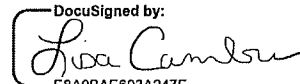
Incorporator

The name and address of the incorporator ("**Incorporator**") is:

Lisa Cambron
2718 Delor Avenue
Louisville, KY 40217

* * *

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of January 24, 2024.

DocuSigned by:

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Lisa Cambron, Incorporator

This instrument was prepared by:

Victoria Boland Fuller
Victoria Boland Fuller
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Louisville, KY 40202
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