

**ARTICLES OF INCORPORATION  
OF  
SUMMIT PHYSICAL THERAPY, P.S.C.**

The undersigned, acting as incorporator of a professional service corporation under Chapters 14A, 271B and 274 of the Kentucky Revised Statutes, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
Name**

The name of the Corporation is Summit Physical Therapy, P.S.C.

**ARTICLE II  
Purpose**

The profession to be practiced through the Corporation is physical therapy.

**ARTICLE III  
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE IV  
Shares**

Mallori Lancaster, whose address is 207 Gibson Road, Louisville, Kentucky 40207, is a physical therapist licensed to practice in the Commonwealth of Kentucky and the sole shareholder of the Corporation. The total number of shares which the Corporation is authorized to issue is 100 common shares, without par value. The common shares shall have one vote per share, shall have all voting power of the Corporation, and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE V  
Board of Directors**

The Board of Directors shall be comprised of one (1) or more directors as determined by the Shareholders. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as initial director is as follows, such person to serve until the first annual meeting of the shareholders and until her successor in office is elected and shall qualify:

Mallori Lancaster  
207 Gibson Road  
Louisville, KY 40207

**ARTICLE VI**  
**Registered Office; Registered Agent**

The address of the initial registered office of the Corporation is 72 Mack Walters Road, Shelbyville, Kentucky 40065, and the name of the initial registered agent at such address is Mallori Lancaster.

**ARTICLE VII**  
**Principal Office**

The address of the principal office of the Corporation is 72 Mack Walters Road, Shelbyville, Kentucky 40065.

**ARTICLE VIII**  
**Incorporator**

Mallori Lancaster, whose address is 207 Gibson Road, Louisville, Kentucky 40207, is the sole incorporator of the Corporation ("Incorporator").

**ARTICLE IX**  
**Qualification as a Professional Service Corporation**

Each of the incorporators, shareholders, and not less than one half (1/2) of the directors and each of the officers of the Corporation other than the secretary or treasurer is a qualified person within the meaning of Chapter 274 of the Kentucky Revised Statutes.

**ARTICLE X**  
**Indemnification of Directors and Officers**

To the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Business Corporation Act, as the same exists or may hereafter be amended (the "Act"), the Corporation shall indemnify each director or officer of the Corporation against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively referred to as "Liability"), incurred by him in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he is, or is threatened to be made, a party because he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with



the provisions of, the Act, the Corporation shall pay or reimburse expenses (including attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, action of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same Liability under the provisions of this Article X or the Act.

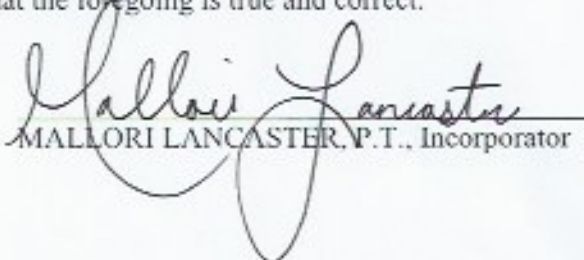
Any repeal or modification of this Article X by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation under this Article X with respect to any act or omission occurring prior to the time of such repeal or modification.

#### **ARTICLE XI**

##### **Severability of Provisions**

If any provision of these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 25 day of May, 2017. The undersigned declares, under penalties of perjury under the laws of the Commonwealth of Kentucky, that the foregoing is true and correct.

  
MALLORI LANCASTER, P.T., Incorporator

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS

I, Mallori Lancaster, consent to serve as registered agent on behalf of the professional service corporation.

Mallori Lancaster  
MALLORI LANCASTER, P.T.

COMMONWEALTH OF KENTUCKY )

COUNTY OF Shelby )

Subscribed, sworn to, and acknowledged before me by MALLORI LANCASTER on this 25  
day of May, 2017.



Teresa Lott  
Notary Public, State-at-Large, Kentucky

Notary ID: 4490312

My Commission Expires: June 16, 2017

This instrument was prepared by:

Rachel Shelton  
Rachel Shelton

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