

**ARTICLES OF INCORPORATION OF  
COMMONWEALTH WEST HEALTHCARE  
WORKFORCE INNOVATION CENTER, INC.**

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**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
11/14/2022 9:17 AM  
Fee Receipt: \$8.00

The undersigned Incorporator, E. Ward Begley II, 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 provision, in accordance with the following provisions:

**ARTICLE I**

**Name**

The name of the corporation is Commonwealth West Healthcare Workforce Innovation Center, Inc. (the "Corporation").

**ARTICLE II**

**Purposes and Powers**

(a) **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for the following charitable purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (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:

(i) Operate a health education, innovation, and simulation facility located in Owensboro, Kentucky that provides accessible, healthcare-specific educational pathways in the western region of the Commonwealth of Kentucky for postsecondary, high school, and nontraditional students to address decreased student enrollment in healthcare-related fields, resulting in expanding the pipeline of qualified healthcare workers and reducing the shortage of qualified medical staff across the Commonwealth of Kentucky;

(ii) Provide a combination of in-person and virtual didactic instruction and hands-on, experiential learning opportunities to students pursuing nursing and allied health credentials while offering career paths to address immediate workforce needs, including but not limited to nursing, nursing assistant, medical office assistant, radiology science, long-term care, social work, clinical psychology, behavioral health, laboratory services, paramedic, and community healthcare workers; and

(iii) Be operated and maintained through a collaborative partnership between public and private organizations, including but not limited to Brescia University, Elizabethtown Community and Technical College, Henderson Community and Technical College, Hopkinsville Community and Technical College, Kentucky Wesleyan College,

Madisonville Community and Technical College, Owensboro Community and Technical College, Western Kentucky University, Western Kentucky University-Owensboro, University of Louisville School of Nursing-Owensboro, Green River Regional Educational Cooperative, Kentucky Association of Health Care Facilities, and Owensboro Health, Inc.

(b) **Powers.** Except to the extent prohibited by these Articles of Incorporation, 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 Kentucky Nonprofit Corporation Acts, KRS 273.161 et seq., or its successor (the “Act”), including without limitation, the general powers enumerated in KRS 273.171.

(c) **Prohibited Activities.**

(i) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(ii) 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.

(iii) 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.

(iv) If Section 4945 of the Code is applicable to the Corporation, then the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, then the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(v) 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.

(vi) 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:

WT&C Corporate Services, Inc.  
400 West Market Street, Suite 2000  
Louisville, KY 40202

### **ARTICLE IV**

#### **Mailing Address**

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

1201 Pleasant Valley Road  
Owensboro, KY 42303

### **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 eight (8) persons, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of eight (8) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Fr. Larry Hostetter  
717 Frederica Street  
Owensboro, KY 42301

Scott Williams, Ph.D  
4800 New Hartford Road  
Owensboro, KY 42303

Thomas Mitzel, Ph.D  
3000 Frederica Street  
Owensboro, KY 42302

Tania Basta, Ph.D  
1605 Avenue of Champions  
Bowling Green, KY 42101

Mary DeLetter, Ph.D  
555 Floyd Street  
Louisville, KY 40202

Mark Marsh  
1201 Pleasant Valley Road  
Owensboro, KY 42303

Bart Flener  
230 Technology Way  
Bowling Green, KY 42101

Gregory Wells  
725 Harvard Drive  
Owensboro, KY 42302

Each Director shall continue as a Director as set forth in the Bylaws.

## **ARTICLE VII**

### **Members**

The Corporation shall have no members.

## **ARTICLE VIII**

### **Contracts or Transaction of Business with Directors**

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

### **Dissolution**

Dissolution shall be accomplished in accordance with the Act. 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 one organization described in Section 501(c)(3) of the Code, with such assets to be used in a manner that is consistent with the general purposes set out above in Article II. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of Daviess County, Kentucky, in the manner described above.

## **ARTICLE X**

### **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 Act is 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 Act, 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 of Articles**

These Articles may be amended by the two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE XII**

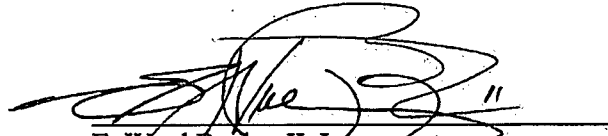
### **Incorporator**

The name and address of the Incorporator is:

E. Ward Begley II  
1201 Pleasant Valley Road  
Owensboro, KY 42303

***[Signature page follows]***

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of November 15, 2022.



E. Ward Begley II, Incorporator

THIS INSTRUMENT PREPARED BY:



Michael N. Fine  
WYATT TARRANT & COMBS, LLP  
400 West Market St., Suite 2000  
Louisville, KY 40202

### CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A.4-010, the undersigned as the initial registered agent identified in the Articles of Incorporation of Commonwealth West Healthcare Workforce Innovation Center, Inc., hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersign resigns in accordance with the Kentucky Nonprofit Corporation Acts.

WT&C Corporate Services, Inc.

By: Terri Woolfolk  
Name: Terri Woolfolk  
Secretary