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ADD  
**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
9/30/2024 8:29 AM  
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION  
OF  
NORTON WLH REAL ESTATE, INC.**

The undersigned incorporator, for the purpose of forming a nonprofit corporation in Kentucky pursuant to Chapter 273 of the Kentucky Revised Statutes, the Kentucky Nonprofit Corporation Act (the “Act”), hereby submits the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation (the “Corporation”) is Norton WLH Real Estate, Inc.

ARTICLE II  
PURPOSES AND POWERS

(1) The Corporation is organized and shall at all times be operated in a not-for-profit manner, by assisting Norton Hospitals, Inc. (“NHI”), a Kentucky nonprofit, non-stock corporation, in support of its community healthcare and other nonprofit endeavors, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Any provisions of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and 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 other provisions of Article II of these Articles of Incorporation.

(2) To advance the Corporation’s limited purposes and subject to this Article II, the Corporation shall have all such powers as are available to corporations formed under the Act in accordance with the Corporation’s Bylaws in order to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable purposes, enterprises, activities, and institutions, as from time to time may be determined or selected by the Corporation's Board of Directors.

(3) Notwithstanding any provision heretofore or hereafter 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 Code:

(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 Code;

(b) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) the Corporation shall not purchase nor retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(4) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE III  
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial principal office of the Corporation shall be 4967 U.S. Hwy 42, Suite 101, Louisville, Kentucky 40222-6363. The street address of the Corporation's initial registered office shall be 4967 U.S. Hwy 42, Suite 101, Louisville, Kentucky 40222-6363. The name of the Corporation's initial registered agent at that office shall be Robert B. Azar.

ARTICLE IV  
INCORPORATOR

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Robert Azar	4967 U.S. Hwy 42, Suite 101 Louisville, Kentucky 40222-6363.

ARTICLE V  
MEMBERS

The Corporation shall have no members.

ARTICLE VI  
BOARD OF DIRECTORS

The initial Board of Directors shall consist of five directors. The number, tenure, and qualification of Directors shall be as prescribed by the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
Adam D. Kempf	3406 Old Tay Bridge, Jeffersonville, IN 47130
Robert B. Azar	5803 Round Hill Rd., Louisville, KY 40222-5954
Scott Watkins	15120 Meadow Farms Ct., Louisville, KY 40245
Charles Leanhart	1200 Twin Willows Ln., Louisville, KY 40214
Mark Wheeler	2007 Cote de Chambord, Floyds Knobs, IN 47119-8765

ARTICLE VII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's Board of Directors, after paying or making provisions for the payment of all known liabilities of the Corporation, shall distribute all of the remaining assets of the Corporation to NHI or, if NHI has dissolved or is no longer an entity that has a tax-exempt status under Section 501(c)(3) of the Code, to another organization that is being operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described by Section 501(c)(3) of the Code. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
LIMITATION OF LIABILITY; INDEMNIFICATION

No current or former Director or officer of the Corporation (each, an "Indemnified Party") shall be liable, and the Corporation shall indemnify an Indemnified Party against, expenses that are actually and reasonably incurred by such Indemnified Party, including attorney's fees, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Indemnified Party is made a party by reason of being or having been such Director or officer of the Corporation, except in relation to such matters as to which the Indemnified Party shall be adjudged liable in such action, suit, or proceeding for gross negligence or intentional misconduct in the performance of his or her duties to the Corporation.

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duty as a Director, except for (a) any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or are known to the Director to be a violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the

Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without further need for action by the Corporation or its Board of Directors.

ARTICLE IX  
BYLAWS

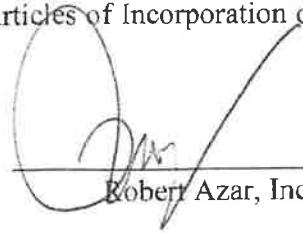
The Bylaws of the Corporation shall be adopted and may be amended or repealed by the Board of Directors of the Corporation and shall be consistent with the laws of the Commonwealth of Kentucky and these Articles of Incorporation.

ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended by a resolution that is adopted by a majority of the Corporation's Board of Directors.

*[Signature page immediately follows.]*

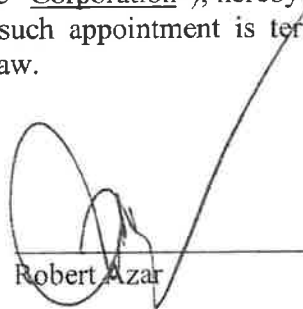
The undersigned has duly executed these Articles of Incorporation of Norton WLH Real Estate, Inc. as of the 25<sup>th</sup> day of September, 2024.

  
\_\_\_\_\_  
Robert Azar, Incorporator

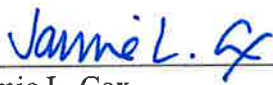
**CONSENT OF INITIAL REGISTERED AGENT**

Pursuant to Kentucky Revised Statutes § 4A.4-010, the undersigned, as the initial registered agent and agent for service of process identified in Article III of the Articles of Incorporation of Norton WLH Real Estate, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky law.

Dated: September 25<sup>th</sup>, 2024

  
\_\_\_\_\_  
Robert Azar

The foregoing instrument was prepared by:

  
\_\_\_\_\_  
Jamie L. Cox  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, Kentucky 40206

