

**ARTICLES OF INCORPORATION
OF
ENDLESS FORMS STUDIO, INC.**

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Michael G. Adams
Kentucky Secretary of State
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The undersigned Incorporator executes these Articles of Incorporation (the “Articles”) for the purpose of forming, and does hereby form, a 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 within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

Article I

The name of the nonprofit corporation is ENDLESS FORMS STUDIO, INC. (the “Corporation”).

Article II

(1) 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 other provisions of ARTICLE II of these Articles.

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

a. As general and controlling purposes, the Corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall receive contributions and fees, and shall distribute its funds for one or more charitable purposes, including the making of distributions to one or more “charitable organizations” and/or individuals for charitable purposes only at such times and in such amounts or proportions as the Corporation’s Board of Directors shall direct. The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes with the meaning of those terms as used in Section 501(c)(3) of the Code, and the term “charitable organization” means any organization that is organized exclusively for charitable purposes and is described in Section 501(c)(3) of the Code. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof, these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

b. As a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (2)(a) of this ARTICLE II, the Corporation is organized and operated to develop standards for anatomical representation and resources for anatomy education and to make them accessible and organize, promote, foster, and assist (whether financially or otherwise) such enterprises, activities, and institutions as from time may be

determined, selected or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

c. In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

i. To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

ii. To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;

iii. 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;

iv. 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 or reinvest the proceeds thereof as herein permitted;

v. To accept gifts, bequests or devises of property of any kind which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the 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;

vi. 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;

vii. To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state;

viii. To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, 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; and

ix. 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 Code.

d. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; the net earnings of the Corporation shall be devoted exclusively for charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of Section 501(c)(3) purposes; 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 or in opposition to any candidate for public office, except as provided in Section 501(h) of the Code; and the Corporation shall not carry on any activities denied to: (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article III

The street address of the Corporation's initial registered office is 648 Mitchell Avenue, Lexington, Kentucky 40504. The name of the Corporation's initial registered agent at that address is Melissa Clarkson.

Article IV

The mailing address of the Corporation's principal office is 648 Mitchell Avenue, Lexington, Kentucky 40504.

Article V

The name and mailing address of the Incorporator is Brad Derifield, 201 East Main Street, Suite 900, Lexington, Kentucky 40507.

Article VI

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors, the exact number, the voting rights, and the terms of each to be set in the manner provided for in the Bylaws of the Corporation (the "Bylaws"). The initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first annual election of Directors or until their successors are elected and qualify as provided in the Bylaws. The names and mailing addresses of the Directors are:

Melissa Clarkson
648 Mitchell Avenue
Lexington, Kentucky 40504

Kristen Platt
511 Albany Road
Lexington, Kentucky 40502

Lynn Schriml
204 Thames Drive
Frederick, Maryland 21702

Article VII

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

Article VIII

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

Article IX

The private property of the Directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

Article X

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 taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as 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

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 provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to such organizations described under Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

SIGNED AND ACKNOWLEDGED by the Incorporator at Lexington, Kentucky, this 29th day of January, 2023.


Brad Derifield, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Melissa Clarkson, hereby consents to serve as initial registered agent of the Corporation, this 29th day of January, 2024.


Melissa Clarkson, Registered Agent

THIS INSTRUMENT PREPARED BY:



Brad Derifield

McBRAYER PLLC

201 East Main Street, Suite 900

Lexington, Kentucky 40507

(859) 231-8780

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