

**ARTICLES OF INCORPORATION  
OF  
THE EPISCOPAL CHURCH HOME FOUNDATION, 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 The Episcopal Church Home Foundation, Inc.

**ARTICLE II  
PURPOSES AND POWERS**

(1) The Corporation is organized exclusively for charitable and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

(2) Subject to this Article II, the Corporation is organized for the charitable purposes of soliciting, receiving, acquiring, holding, monitoring, investing, and reinvesting money and other real and personal property and, from time to time, disbursing the same and/or the income therefrom solely to The Episcopal Church Home, Inc., a Kentucky nonprofit corporation ("ECH") and/or other affordable living communities of which ECH (or a lower-tier owned ECH entity) is a member, and/or to any affordable living community in which both ECH (or a lower-tier owned ECH entity) and Episcopal Retirement Services Affordable Living, LLC, or any other controlled affiliate of Episcopal Retirement Services own a direct or indirect equity ownership interest. Notwithstanding the foregoing, 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, provided that the exercise of all such power shall be solely for the benefit of ECH and/or other affordable living communities of which ECH is a member and/or to any affordable living community in which both ECH and Episcopal Retirement Services Affordable Living, LLC, or any other controlled affiliate of Episcopal Retirement Services own a direct or indirect equity ownership interest.

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Corporation's principal office is 7504 Westport Road, Louisville, Kentucky 40222. The name and address, including street and number, of its resident agent for service of process is Doug Spitler, 7504 Westport Road, Louisville, Kentucky 40222.

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Mason B. Rummel	4350 Brownsboro Road, Suite 200 Louisville, Kentucky 40207

**ARTICLE V**  
**MEMBERS**

The Corporation shall not have any members. The affairs of the Corporation shall be managed by its Board of Directors.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of eleven 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>
Michael Berry	1001 South Third Street Louisville, KY 40203
Caroline Eddleman	1201 Evergreen Road Louisville, KY 40223
The Rev. John Fritschner	1932 Lowell Avenue Louisville, KY 40205

James Hendon, Jr.	12009 Hazelwood Louisville, KY 40223
Thomas James	200 West Washington Square #3604 Philadelphia, PA 19106
Gibbs Reese	6930 Wythe Hill Circle Prospect, KY 40059
Mason Rummel	2816 Rivers Edge Road Louisville, KY 40222
Deborah Stover	4004 Hayfield Way Prospect, KY 40059
Robert B. Vice, Jr.	2303 River Road, Suite 301 Louisville, KY 40206
The Rt. Rev. Terry Allen White	425 S. Second Street Louisville, KY 40202
Penny Southwick	4116 Boling Brook Drive Louisville, KY 40299

## **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 ECH, provided that ECH is then a "qualified organization." If ECH is not then a "qualified organization," then such remaining assets shall be distributed to the Episcopal Diocese of Kentucky (the "Diocese"), provided that the Diocese is then a "qualified organization." If the Diocese is then not a "qualified organization," then the Board of Directors shall distribute any such assets exclusively for religious or charitable purposes to such "qualified organizations," whether one or more, as the Board of Directors shall determine in its sole and absolute discretion. For purposes of this Article VII, a "qualified organization" shall mean any organization that, at that time of such determination, 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.

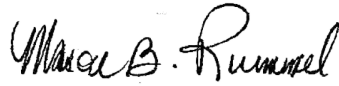
If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by KRS Chapter 273, as so amended, and without 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.

*[Signature page follows.]*

The undersigned has duly executed these Articles of Incorporation as of the 28 day of September, 2016.

A handwritten signature in black ink, reading "Mason B. Rummel". The signature is written in a cursive style with a large, looped 'M' and 'R'.

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Mason B. Rummel, Incorporator

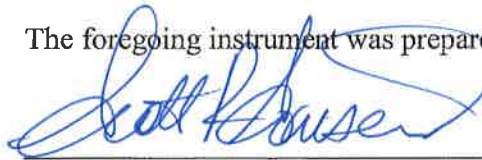
### CONSENT OF INITIAL REGISTERED AGENT

Pursuant to Kentucky Revised Statutes § 14A.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 The Episcopal Church Home Foundation, 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 28, 2016

  
\_\_\_\_\_  
Doug Spitler

The foregoing instrument was prepared by:

  
\_\_\_\_\_

Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, Kentucky 40206

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