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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF ORGANIZATION  
OF  
GRAVES GILBERT CLINIC, PLLC**

The undersigned, desiring to form a professional limited liability company pursuant to Chapter 275 of the Kentucky Revised Statutes, the Kentucky Limited Liability Company Act (the “Act”), hereby certifies as follows:

1. Name of Limited Liability Company: The name of the professional limited liability company is Graves Gilbert Clinic, PLLC (hereinafter referred to as the “Company”).

2. Registered Agent and Office: The street address of the registered office of the Company is 201 Park Street, Bowling Green, Kentucky 42102, and the registered agent at that address is Steven K. Sinclair.

3. Location of Principal Office: The mailing address of the principal office of the Company is 201 Park Street, PO Box 90007, Bowling Green, Kentucky 42102-90007.

4. Management: The Company is to be managed by its members, subject to the provisions of its Operating Agreement.

5. Limited Liability: Pursuant to KRS 275.150, except as otherwise specifically set forth in KRS 275, no member, manager, employee or agent of the professional limited liability company shall be personally liable by reason of being a member, manager, employee or agent of the professional limited liability company, under a judgment, decree or order of a court, agency or tribunal of any type, or in any other manner, in this or any other state, or any other basis, for a debt, obligation or liability of the professional limited liability company, whether arising in contract, torts or otherwise. The status of a person as a member, manager, employee, or agent of the professional limited liability company shall not subject such person to personal liability for the acts or omissions, including any negligence, wrongful act or actionable misconduct of any other member, manager, agent or employee of the professional limited liability company.

6. Professional Services. The professional services to be practiced through the professional limited liability company include any and all services derived from, associated with, contingent upon, or reasonably necessary to enable any duly licensed member of the professional limited liability company to practice medicine and any other services permitted under the professional licenses of any member.

7. Conversion of Corporation Pursuant to KRS 275.376: The following statements are made pursuant to KRS 275.376(11):

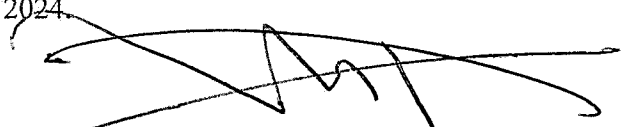
a. The limited liability company was previously a professional services corporation and has been converted into a professional limited liability company.

b. The former name of the professional limited liability company was “Gilbert, Barbee, Moore & McIlvoy, P.S.C.” (the “PSC”).

c. The shareholders of the Class A common stock of the PSC constituted the sole voting group entitled to vote on the conversion of the PSC from a professional services corporation to a professional limited liability company. There were 78 shares of Class A common stock outstanding on December 12, 2024. There were 78 votes to be cast by the shareholders of the Class A common stock. The total number of undisputed votes cast in favor of converting the PSC to a professional limited liability company was 56, with 0, votes cast in opposition to converting the PSC to a professional limited liability company. The number of votes cast in favor of converting the PSC to a professional limited liability company was sufficient for approval and adoption of the Plan of Conversion converting the PSC to a professional limited liability company.

8. Effective Date and Time: These Articles of Organization shall be effective upon filing.

**IN WITNESS WHEREOF**, the undersigned has duly executed these Articles of Organization this 17<sup>th</sup> date of December, 2024.



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Michael D'Eramo, Organizer

**STATEMENT OF CONSENT OF REGISTERED AGENT**

The undersigned, having been named in the Articles of Organization of Graves Gilbert Clinic, PLLC (the "Company") as the registered agent of the Company, hereby consents to serve in such capacity as registered agent and agent for service of process of the Company until such time as such appointment is terminated or such registered agent resigns in accordance with the applicable provisions of the Kentucky Limited Liability Company Act.

  
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Steven K. Sinclair, Registered Agent