

1405831.09 Michael G. Adams Kentucky Secretary of State Received and Filed: 10/31/2024 2:06 PM Fee Receipt: \$50.00	mmoore PAOI
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**ARTICLES OF INCORPORATION
OF
SPIRAS HEALTH OF KENTUCKY, P.S.C.**

The undersigned, acting as the incorporator of a corporation under the Kentucky Business Corporation Act, Chapters 271B and 274 of the Kentucky Revised Statutes (the “Act”), sets forth the following Articles of Incorporation on behalf of such corporation:

**ARTICLE 1
NAME**

The name of the corporation is Spiras Health of Kentucky, P.S.C. (the “Corporation”).

**ARTICLE 2
AUTHORIZED SHARES**

The total number of shares of stock which the Corporation shall have the authority to issue is 1000 shares of common capital stock.

**ARTICLE 3
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of its initial registered agent at such address is CT Corporation System.

**ARTICLE 4
PRINCIPAL OFFICE**

The mailing address of the Corporation’s initial principal office is 1680 Campbell Lane, Suite 109, Bowling Green, Kentucky 42104.

**ARTICLE 5
INCORPORATOR**

The name and mailing address of the incorporator is David D. Hagaman, M.D. 523 Sandpiper Circle, Nashville, Tennessee 37221.

**ARTICLE 6
DIRECTORS’ LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his or her duties as a director, except (i) for any transaction in which the director’s personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) 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; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited by KRS 271B.8-330; or (iv) for any transaction from which the director derived an improper personal benefit.

If the Act is amended after the date of the filing of these Articles of Incorporation 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 Act, as so amended, and without the necessity for further shareholder action in respect thereof.

Any repeal or modification of this Article by the shareholders of the Corporation 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.

ARTICLE 7
PROFESSIONAL SERVICES

The profession to be practiced through the Corporation is medicine.

ARTICLE 8
ORIGINAL SHAREHOLDERS

The names and addresses of all the original shareholders of the Corporation are:

David D. Hagaman, M.D.	523 Sandpiper Circle, Nashville, Tennessee 37221
Karen Vloedman, M.D.	4321 Carothers Parkway Franklin, TN 37067


ARTICLE 9
QUALIFIED PERSONS

Each of the incorporators and shareholders, not less than one-half (1/2) of the directors, and each of the officers of the Corporation other than secretary and treasurer is a qualified person within the meaning of Chapter 274 of the Kentucky Revised Statutes.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the date set forth below.

Date: October 25, 2024

Signed by:

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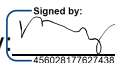
David D. Hagaman, M.D. Incorporator

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 14A.4-010, the undersigned as the initial registered agent and agent for service of process identified in Article 3 of the Articles of Incorporation of Spiras Health of Kentucky, P.S.C. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or it resigns in accordance with the applicable provisions of the Kentucky Business Corporation Act.

Date: October 25, 2024

CT CORPORATION SYSTEM

By:  Signed by:
Name: _____
Title: _____