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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
GGC HEALTH FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a majority of whom are citizens of the United States, do hereby make and adopt the following ARTICLES OF INCORPORATION for the purpose of forming a nonprofit corporation under the laws of the State of Kentucky, pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

pARTICLE I

The name of the corporation shall be: GGC HEALTH FOUNDATION, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, religious, educational, and scientific 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, and within the meaning of Chapter 273 of the Kentucky Revised Statutes, or the corresponding section of any future federal tax code. In addition, the purpose of the Foundation is to improve access to healthcare and to expand resources to underserved patients in South Central Kentucky.

ARTICLE IV

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 Article III 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 provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt for Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE V

On dissolution of this corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, and the regulations promulgated thereunder and pursuant to the provisions of KRS 273.303, or shall be distributed to the federal government, or to a state or local government, for a public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Warren County, Kentucky, 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 VI

The registered office of the Corporation shall be located at 1010 College Street, Bowling Green, Kentucky, and its agent shall be BOAM Business Services, LLC, whose address is the same as the registry office of the corporation.

ARTICLE VII

The principal office of the Corporation shall be located at 201 Parl Street. Bowling Green, Kentucky 42102.

ARTICLE VIII

The initial Board of Directors shall consist of five (5) directors, and the directors who are:

Michael D'Eramo
201 Park Street
Bowling Green, Kentucky 42102

Dr. Jerry Roy
979 Cumberland Ridge Way
Bowling Green, Kentucky 42103

Elizabeth Sigler
1010 College Street
Bowling Green, Kentucky 42102

DC Clement
1827 Todd Trace Court
Bowling Green, Kentucky 42103

Andy Barker
84 Talbott Drive
Bowling Green, Kentucky 42103

The number of directors thereafter shall be as the bylaws of the corporation may from time to time provide.

ARTICLE IX

The corporation shall have no capital stock. It shall be a nonprofit corporation, and no person associated with the corporation shall ever derive any private pecuniary gain or profit from the operation of the corporation. The Corporation shall not have members.

ARTICLE X

The name and address of the incorporator is as follows:


Elizabeth W. Sigler
1010 College Street
Bowling Green, Kentucky 42102

ARTICLE XI

The directors of the corporation shall have no personal liability to the corporation for monetary damages by reason of a breach of duties as a director, provided that such provision shall not eliminate the liability of a director:

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


IN TESTIMONY WHEREOF, witness the hand of the incorporator on this 13 day of may, 2024.


Elizabeth W. Sigler, Incorporator

Consent of Registered Agent

The undersigned applicant consents to act as registered agent on behalf of the Corporation.

BOAM BUSINESS SERVICES, LLC

By: 
Elizabeth Sigler, Authorized Agent