

**ARTICLES OF ORGANIZATION**  
**of**  
**HOWARD FAMILY DENTAL FOUNDATION, LLC**

The undersigned organizer, desiring to form a non-profit limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

1. The name of the non-profit limited liability company is **Howard Family Dental Foundation, LLC** (the "Company").

2. The name and address of the registered agent is:

Steven A. Goodman  
Lynch, Cox, Gilman & Goodman, P.S.C.  
500 W. Jefferson St., Suite 2100  
Louisville, KY 40202

3. The address of the initial principal office of the non-profit limited liability company is:

134 N. Evergreen Road, Suite 200  
Middletown, KY 40243

4. The non-profit limited liability company is to be managed by its manager(s).

5. (a) The Company 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, or corresponding section of any future federal tax code. In carrying out its purposes, the Company shall have all the powers allowed limited liability companies by Chapter 275 of the Kentucky Revised Statutes.

(b) In furtherance of the general purposes in (a) above, and in coordination with the philosophy of the Company set forth in the Operating Agreement and other documents authorized by the Company's Board of Directors, the particular purposes of the Company are as follows:

- (1) To receive, accept and maintain assets to be held, administered and disposed of for the purpose of providing dental care and dental research for children and indigent individuals. Also, research and develop strategies and techniques for providing cost-efficient methods of providing these services.
- (2) To receive, accept and maintain, including investment and administration, as assets of the Company (permanent asset funds), any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section

501(c)(3) of the Internal Revenue Code, and in accordance with, and pursuant to, the provisions of these Articles of Organization; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the Company as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code;

- (3) To manage and administer, including the ability to designate and coordinate with selected trustees or corporate trust companies, the investment, holding and disbursement of funds over which the Company has been appointed to said duties, in conformity with guidelines established in grant or trust documents and all guidelines established by the Company, and consistent with the Company's charitable purposes and all applicable law and regulation; such management and/or administration may include establishment of sub-funds required by separate gift restrictions, donor request, Company procedures, gift description, or otherwise, and hiring, where appropriate, duly qualified investment managers for any, or all, of such funds, as independent contractors. The funds so managed will generally be non-permanent or pass-through funds (which may include restricted, unrestricted, designated and advised funds) or funds intended to constitute a future endowment, but which are to be managed as pass-through funds until the occurrence of a granting event (for example, charitable remainder trusts).

(c) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or others private persons, except that the organization 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 organization shall be the carrying on of propaganda, or otherwise attempting to influence legislature, and the organization 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 this document, the organization 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 Internal Revenue 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 Internal Revenue Code, or corresponding section of any future federal tax code.

(d) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

6. The purpose of the non-profit limited liability company is to provide research and funding of projects on techniques and cost efficient methods of providing adequate dental care to the indigent.

7. The Company shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would:

(a) prevent it from obtaining or maintaining exemption from federal income taxation as an entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

(b) cause it to lose its exempt status under Section 501(c)(3) of the Code;

(c) cause it to be operated for the primary purpose of carrying on a trade or business for profit;

(d) result in a substantial part of its activities consisting of carrying on propaganda or otherwise attempting to influence legislation;

(e) involve participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office;

(f) violate applicable federal, state, or local laws;

(g) result in any prohibited transactions described in Section 503 of the Code;

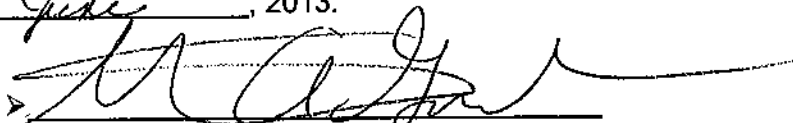
(h) cause it to accumulate income, invest income, or divert income, in a manner that would endanger its exempt status by virtue of Section 504 of the Code;

(i) accumulate income so as to be subject to corporate tax under Section 4942 of the Code; or

(j) result in any act of self-dealing, retaining any excess business holdings, making any investment which would subject it tax under Section 4944 of the Code, or making any taxable expenditures.

8. The duration of the Company shall be perpetual. Upon dissolution, however, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Company, dispose of all the assets of the Company exclusively for the purposes of the Company in such manner, or 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.

**IN WITNESS WHEREOF**, witness the signature of Steven A. Goodman, the organizer and registered agent, and Steven A. Goodman does hereby consent to serve as the registered agent for the company, this 25<sup>th</sup> day of June, 2013.

  
Steven A. Goodman, Organizer & Agent

**This instrument prepared by:**



Steven A. Goodman, Esq.  
Lynch, Cox, Gilman & Goodman, P.S.C.  
500 W. Jefferson St., Suite 2100  
Louisville, Kentucky 40202  
Telephone: (502) 589-4215  
Facsimile: (502) 589-4994