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NAOIMichael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
COVINGTON LIFE SCIENCES PARTNERS, INC.

The undersigned, desiring to form a nonprofit corporation under the provisions of the KRS 14A and KRS 273, the undersigned applies to qualify and does hereby adopt the following Articles of Incorporation:

ARTICLE 1
Name of Corporation

The name of the corporation is Covington Life Sciences Partners, Inc. (the "Corporation").

ARTICLE 2
Purposes and Powers

The Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c) of the Internal Revenue Code, as amended (the "Code").

The particular purpose of the Corporation is to advance science, education, entrepreneurship and job creation in the Northern Kentucky and Greater Cincinnati region. Specifically, the Corporation will encourage the growth of an innovative life sciences industry by providing educational and training opportunities and cost-effective facilities with shared equipment and office space for early stage companies in the life sciences industry.

The Corporation is also authorized to do any and all things, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of KRS 273, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article 2 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 any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE 3

Duration

The Corporation shall have perpetual duration.

ARTICLE 4

Board of Directors

The business and affairs of the Corporation shall be governed by a Board of Directors, and the number of directors constituting the initial Board of Directors is seven (7). The names and addresses of the initial Board of Directors are:

Charles Scheper, 216 Kennedy Street, Covington, Kentucky 41011
Tim Schroeder, 2690 Devils Backbone Road, Cincinnati, Ohio 45233
Tony Remington, 710 Washington Street, Unit 201, Covington, Kentucky 41011
Garren Colvin, 1 Medical Village Drive, Edgewood, Kentucky 41017
Joseph U. Meyer, 106 W. 11th Street, Covington, Kentucky 41011
Dr. Valerie Hardcastle, 1 Nunn Drive, 225 J, Highland Heights, Kentucky 41099
Lee Crume, 300 Buttermilk Pike, Suite 332, Fort Mitchell, Kentucky 41017

ARTICLE 5

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 109 East Fourth Street, Covington, Kentucky 41011 and the name of the initial registered agent at such address is DBL Law.

ARTICLE 6

Principal Office

The mailing address of the principal office of the Corporation is 109 East Fourth Street, Covington, Kentucky 41011.

ARTICLE 8

Distribution of Assets Upon Dissolution

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) All of the remaining assets shall be distributed to some other nonprofit corporation performing similar purposes and having similar objectives as the Corporation, provided that such

corporation is then organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code at the time of dissolution as determined by the Board of Directors.

ARTICLE 9
Incorporator

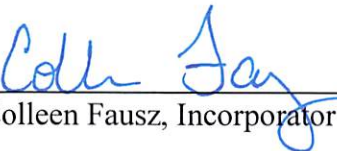
Colleen Fausz whose address is 109 East Fourth Street, Covington, KY 41011 is the sole incorporator of the Corporation.

I, Colleen Fausz consent to serve as the registered agent on behalf of the corporation.



Colleen Fausz, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of November, 2022.



Colleen Fausz, Incorporator