

**ARTICLES OF INCORPORATION
OF
RCH REAL PROPERTIES, INC.**

The undersigned, acting as incorporator of a non-stock, nonprofit corporation under Kentucky Revised Statutes Chapter 273, as amended, for the purpose of forming such a corporation, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the nonprofit corporation is RCH Real Properties, Inc. (the "Corporation").

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS

Any provision of these Articles or the Bylaws to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power or engage in any activity which in any way contravenes or is in conflict with the provisions of Section 1 of this Article III.

Section 1. The Corporation is organized and shall at all times be operated for one or more purposes identified within the meaning of within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and all the regulations promulgated thereunder, as said Codes and regulations now in existence or as they may hereinafter be amended, such as, (i) operating exclusively for the benefit of, perform the functions of, or carry out the purposes of Russell County, Kentucky Hospital District Health Facilities Corporation, d/b/a Russell County Hospital, a Kentucky nonprofit, non-stock corporation ("RCH"), including, but not limited to, the construction and financing of projects that further RCH's nonprofit purpose, and (ii) promoting and advancing such other purposes by any activity in which a corporation under the Kentucky Nonprofit Corporation Act (the "Act") may engage, either directly or by contributions to organizations qualifying as exempt organizations under Code Section 501(c)(3). Notwithstanding anything to the contrary, the Corporation shall not accept gifts from a person (other than Code Section 509(a)(1), (2), and (4) organizations) that directly or indirectly controls (alone, or together with family members and 35 percent controlled organizations) the governing body of RCH or are controlled, directly or indirectly, by disqualified persons.

Section 2. In furtherance of its purposes, the Corporation may engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Act dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporations may now or hereafter exercise, whether or not specifically set forth herein,

and insofar as such may not be inconsistent with Section 501(c)(3) of the Code or Section 1 hereof, including, but without limitation thereon, to (i) contract and be contracted with, (ii) acquire, hold, own, and use real and/or personal property by purchase, lease, or gift with the power to deal with such property in any manner consistent with said purposes of the Corporation specifically including the power to sell, mortgage, lease, or otherwise encumber the same, and (iii) borrow money, incur indebtedness and to issue its bonds, notes or other obligations for the acquisition and financing of projects in concert with RCH, all in a manner that will permit the Corporation to act in furtherance of its exempt purposes within the meaning of Code Section 501(c)(3).

It is intended that the Corporation shall have the status of a corporation which is exempt from federal taxation under Section 501(c)(3) of the Code as an organization described in Section 501(c)(3) and Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV

DISSOLUTION

The Board of Directors may authorize the dissolution of the Corporation by a majority of the Directors. In the event of a dissolution and liquidation, the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

Section 1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

Section 2. Assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

Section 3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to RCH, if that organization at the time of transfer or conveyance is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Code, or in corresponding provisions of any subsequent federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to any other charitable organization designated by the Corporation's Board of Directors, so long as said charitable organization qualifies under the above described sections of the Code, or as later amended, and uses such assets for its exempt purpose, within the meaning of Section 501(c)(3) of the Code. In selecting such organizations to which to distribute the Corporation's assets, the Board of Directors shall give first priority to any successor organization of the Corporation; and second, to any other organizations or governmental entity with the same or substantially similar purpose to the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively under Section 501(c)(3) of the Code.

ARTICLE V

BYLAWS

Bylaws of the Corporation, as duly adopted or from time to time altered, amended, or repealed by the Board of Directors, shall set forth provisions for the regulation of the internal affairs of the Corporation, including, but not limited to: (i) the composition of and the manner for election and removal of the members of the Board of Directors; (ii) the composition and powers of committees of the Corporation or its Directors; (iii) the designations, qualifications and duties of officers of the Corporation, and the manner of their selection; and (iv) such other matters as may be determined by the Board of Directors.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

Unless otherwise changed, the registered office of the Corporation shall be 153 Dowell Road, Russell Springs, Kentucky 42642, and the name of the registered agent shall be Scott Thompson.

ARTICLE VII

PRINCIPAL OFFICE

The mailing address of the Corporation's principal office is 153 Dowell Road, Russell Springs, Kentucky 42642.

ARTICLE VIII

BOARD OF DIRECTORS

The Corporation shall be under the supervision, management, and control of a Board of Directors, which shall exercise the Corporation's power and authority either by itself or through an Executive Committee, to the extent such committee may legally act.

The names and mailing addresses of the initial five (5) Directors until their successors are selected in accordance with the provisions of the Bylaws of the Corporation are as follows:

Scott Thompson
153 Dowell Road
Russell Springs, Kentucky 42642

Nequila Norris
153 Dowell Road
Russell Springs, Kentucky 42642

Stuart Carman
153 Dowell Road
Russell Springs, Kentucky 42642

Michael Ford
404 S. Main Street
Jamestown, Kentucky 42629

Lyndsey Westerfield
535 N. Main Street
Jamestown, Kentucky 42629

ARTICLE IX

DIRECTORS' LIABILITY

No director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of his or her duties as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (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; or (iii) 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 action by the Corporation in respect thereof.

ARTICLE X

INDEMNIFICATION

Indemnification of directors, officers and agents of the Corporation may be as provided for in the Bylaws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest 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) or for any transaction from which the director derives an improper personal benefit.

ARTICLE XI

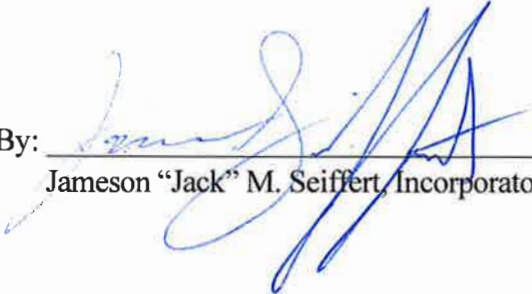
MEMBERSHIP

The Corporation shall have no members, nor shall it issue shares of capital stock.

ARTICLE XII
INCORPORATOR

The name and mailing address of the incorporator is Jameson "Jack" M. Seiffert, McBrayer PLLC, a Kentucky professional limited liability company, 500 West Jefferson Street; Suite 2400, Louisville, Kentucky 40202.

DATED: January 3rd, 2025

By: 
Jameson "Jack" M. Seiffert, Incorporator

CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Scott Thompson, located at 153 Dowell Road, Russell Springs, Kentucky 42642, hereby consents to serve as initial registered agent of the Corporation, this 3rd day of January, 2025.



Scott Thompson, Registered Agent