

**ONE CROSS REGIONAL, INC.**  
**Articles of Incorporation**

I, the undersigned natural person over the age of eighteen (18), acting as an organizer, adopt the following Articles of Incorporation of One Cross Regional, Inc. (the "Ministry") under Title XXIII (Private Corporations and Associations), Chapter 273 (Nonstock, Nonprofit Corporations), Sections 273.161 through Sections 273.390, of the Kentucky Revised Statutes (the "KRS").

**ARTICLE 1**  
**NAME AND PRINCIPAL OFFICE**

The filing entity being formed is a religious nonprofit corporation. The name of the Ministry is One Cross Regional, Inc. The principal office of the Ministry is 102 Winston Way, #5, Campbellsville, Kentucky 42718.

**ARTICLE 2**  
**NONPROFIT CORPORATION**

The Ministry is a religious nonprofit corporation organized under the KRS and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Ministry shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3**  
**DURATION**

The Ministry shall continue in perpetuity, notwithstanding subsequent action by the Board of Directors.

**ARTICLE 4**  
**PURPOSES**

The Ministry is formed for any lawful purpose or purposes not expressly prohibited under the KRS § 273.167 and the KRS § 273.171, as amended. The Ministry is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Ministry's purposes also include the limited participation of the Ministry in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Ministry are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Ministry's combined or separate formation of a church, ministry, charity, school, health clinic, counselor clinic, or eleemosynary institution, without limitation.

(b) To offer appropriate and permissible health care, mental health care, wellness care, addiction care, licensed counselor services, and ministerial/pastoral counselor services to the community and the patients the Ministry serves.

(c) To serve rural and medically underserved populations in any appropriate and permissible health and ministerial/pastoral capacity as needed within the Ministry's community.

(d) To support religious, educational, and charitable activities of other organizations, ministries, and churches having similar purposes, faith, and practice.

(e) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Ministry, and elsewhere.

(e) To collect and disburse any and all necessary funds for the maintenance of said Ministry and the accomplishment of its purpose within the State (Commonwealth) of Kentucky and elsewhere.

(f) To make distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(g) This Ministry is also organized: (i) to promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Ministry; and (ii) to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Ministry. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **ARTICLE 5**

### **POWERS AND RESTRICTIONS**

Except as otherwise provided in this Articles of Incorporation and in order to carry out the above-stated purposes, the Ministry shall have all those powers set forth in the KRS § 273.161 *et seq.*, as it now exists or as it may hereafter be amended. Moreover, the Ministry shall have all implied powers necessary and proper to carry out its express powers. The powers of the Ministry to promote the purposes set out above are limited and restricted in the following manner:

(a) The Ministry shall not pay dividends and no part of the net earnings of the Ministry shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Ministry shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Ministry) in furtherance of its purposes as set forth in the Bylaws or this Articles of Incorporation. No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ministry shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Bylaws or this Articles of Incorporation, the Ministry shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Ministry is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Ministry shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Ministry’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 6 DISSOLUTION**

Upon the dissolution of the Ministry, the Ministry shall, after paying or making provision for payment of all the liabilities of the Ministry, distribute all of the assets of the Ministry to any organization designated by the Board of Directors of the Ministry which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 7 MEMBERSHIP**

The Ministry shall have no corporate members pursuant to the KRS § 273.187(1), as amended. The Ministry is a ministry of the Christian Church, and the management of its affairs shall be vested in the Board of Directors. As a ministry of the Christian Church, the Ministry may offer non-corporate “membership” to its brethren, granting the right of affiliation with the Ministry without conveying any corporate rights or responsibilities. The Board of Directors may adopt and amend application procedures for membership in the Ministry. Ministry members are not entitled to vote in person, by proxy, or otherwise.

## **ARTICLE 8 REGISTERED OFFICE AND AGENT**

The registered agent is Kimberly R. McKenna. The street address of the initial registered office of the Ministry is 102 Winston Way, #5, Campbellsville, Kentucky 42718.

## **ARTICLE 9 BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Ministry is vested in the board of directors (the “Board of Directors”) of the Ministry. The Board of Directors is designated as the “board of directors” of this Ministry as the term is defined and used in Title XXIII, Chapter 273, Section 273.207, of the KRS, as amended. Subject to the provisions and limitations of the KRS, any limitations in this Articles of Incorporation, and the Bylaws, all corporate powers shall be exercised by or under the direction of the Board of Directors. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Ministry shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Ministry, as deemed appropriate from time to time. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of directors may not be decreased to less than three (3). Directors need not be residents of Kentucky.

The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Kimberly R. McKenna	102 Winston Way, #5 Campbellsville, Kentucky 42718

Sarah E. Lyons

102 Winston Way, #5,  
Campbellsville, Kentucky 42718

Shaina Seaborne

102 Winston Way, #5,  
Campbellsville, Kentucky 42718

**ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Ministry for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State (Commonwealth) of Kentucky.

**ARTICLE 11  
INDEMNIFICATION**

Except as may be defined and limited by the KRS and Bylaws, the Ministry may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Ministry. The Ministry may provide a trust fund, insurance, or other arrangement to effectuate this Article 11.

**ARTICLE 12  
CONSTRUCTION**

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 13  
AMENDMENT**

This Articles of Incorporation may be amended upon the unanimous written consent of the Board of Directors or by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the KRS.

**ARTICLE 14  
INCORPORATOR**

The name and street address of the incorporator is:

Steven D. Goodspeed

Middlebrook & Goodspeed, PLLC  
4501 Merlot Avenue  
Grapevine, Texas 76051

### **CERTIFICATE OF INCORPORATOR**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing Articles of Incorporation is true and correct. Accordingly, I execute this Articles of Incorporation on this 7<sup>th</sup> day of June 2018.

**By:**

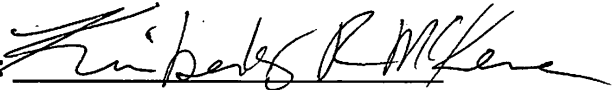


**Name:** Steven D. Goodspeed

**Title:** Incorporator

### **CERTIFICATE OF REGISTERED AGENT**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing Articles of Incorporation is true and correct. Accordingly, I consent to serve as the registered agent on behalf of One Cross Regional, Inc., pursuant to this Articles of Incorporation effective on this 4<sup>th</sup> day of June 2018.

By: 

**Name:** Kimberly R. McKenna

**Title:** Registered Agent