

ARTICLES OF INCORPORATION

OF

BLUEGRASS ORTHOPAEDICS FOUNDATION, INC.

The undersigned individual, desiring to form a nonprofit corporation in accordance with Section 273.161, et seq., of the Kentucky Revised Statutes, does hereby certify as follows:

FIRST. The name of the corporation shall be BLUEGRASS ORTHOPAEDICS FOUNDATION, INC. (the "Corporation").

SECOND. The Corporation is organized exclusively for charitable, educational, religious, literary and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes of the Corporation are to help, support and recognize high scholar athletes in the Kentucky area who have overcome physical obstacles or other hurdles or disadvantages, and to conduct any activities consistent with (i) such purposes, (ii) the nonprofit corporation laws of the Commonwealth of Kentucky and (iii) Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

THIRD. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual or entity, 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 the Second Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor 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 these Articles, the Corporation shall not carry on any

other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation to such organization or 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, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

FIFTH. The initial registered office of the Corporation shall be 1717 Dixie Highway, Suite 910, Covington, KY 41011 and the initial registered agent of the Corporation shall be Taft Service Solutions Corp. at such address.

SIXTH. The principal office of the Corporation shall be at 3480 Yorkshire Medical Park, Lexington, Kentucky 40509.

SEVENTH. The initial Board of Directors shall consist of five (5) Initial Directors who are to serve as Initial Directors until their successors are elected and qualify as provided in the Bylaws of the Corporation. The names and addresses of these Directors are as follows:

Greg D'Angelo
3480 Yorkshire Medical Park
Lexington, KY 40509

Travis Hunt
3480 Yorkshire Medical Park
Lexington, KY 40509

Wallace Huff
3480 Yorkshire Medical Park
Lexington, KY 40509

Jason Harrod
3480 Yorkshire Medical Park
Lexington, KY 40509

William O'Neill
3480 Yorkshire Medical Park
Lexington, KY 40509

EIGHTH. The name and address of the sole Incorporator of this Corporation is as follows:

Sonya S. Jindal, Esq.
1717 Dixie Highway, Suite 910,
Covington, Kentucky 41011

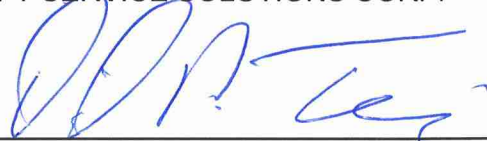
IN WITNESS WHEREOF, I have signed these Articles this 8th day of November, 2017.



Sonya S. Jindal, Incorporator

Taft Service Solutions Corp. consents to serve as the registered agent on behalf of the Corporation.

TAFT SERVICE SOLUTIONS CORP.



David R. Tavolier, Assistant Secretary