

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAPTIST HEALTH MEDICAL GROUP, INC.**

The Corporation hereby amends and restates the provisions of its Articles of Incorporation, such Articles of Incorporation are amended and restated in their entirety, and such Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them as follows:

ARTICLE I
Name

The Corporation shall be named and known as Baptist Health Medical Group, Inc. (“Corporation”), by which name it may adopt a corporate seal, conduct its business, contract and be contracted with, sue and be sued.

ARTICLE II
Purposes and Powers

The nature and purpose of the Corporation shall be:

- (a) To provide healthcare facilities and services including but not limited to physician services, primary care centers, rural healthcare centers, and urgent care centers.
- (b) To serve as an instrument to assist, advance and strengthen Baptist Health Hospitals, including Baptist Health Louisville, Baptist Health La Grange, Baptist Health Lexington, Baptist Health Paducah, Baptist Health Hardin, Baptist Health Richmond, Baptist Health Floyd and Baptist Health Corbin, all hospitals owned and operated by Baptist Healthcare System, Inc., in their mission and ministry of healing, including providing physician services and other healthcare services to the community.
- (c) To participate in any activities designed and carried on to promote the general health of the community, and to perform such activities in a manner that is consistent with and carries out the overall charitable purposes of Baptist Healthcare System, Inc.
- (d) To support the charitable activities and operations of Baptist Healthcare System, Inc.
- (e) Subject to the limitations set out in this Article 2, to engage in any other activity the overall purpose of which is intended to further the charitable purposes of the Corporation.

- (f) In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by this Article II.
- (g) This Corporation shall be organized and operated exclusively for charitable, religious, scientific and educational purposes, and shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 as permitted under Section 501(c)(3) of the Code and in furtherance of the purposes set forth in Article II 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 (including the publishing and/or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any activities or exercise any powers that are not otherwise permitted under Section 501(c)(3) of the Code. The Corporation shall at all times be organized and operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, Baptist Healthcare System, Inc.

ARTICLE III

Duration

The Corporation shall have perpetual life unless sooner dissolved in accordance with law.

ARTICLE IV

Registered Office and Registered Agent

The principal office address of the Corporation shall be 1901 Campus Place, Louisville, Kentucky 40299. The name and address of the registered agent of the Corporation shall be Janet M. Norton and the registered agent address will be 1901 Campus Place, Louisville, Kentucky 40299.

ARTICLE V

Directors

The affairs of the Corporation shall be managed by a Board of Directors in the

manner provided in the Bylaws. The sole member shall appoint all Directors. In addition, the Bylaws shall provide the number of Directors, the term of office, method of election, removal procedure and such other matters pertaining or relating to the duties and office of Director.

Each Director shall continue as Director as provided in the Bylaws; however, notwithstanding any contrary provision in the Bylaws, any Director may be removed, with or without cause, at any time, by the sole member. Upon such removal, the resulting vacancy shall be filled by designation of the sole member and shall take effect as of the effective date of such designation.

ARTICLE VI **Dissolution**

In the event of the dissolution of the Corporation, after the payment satisfaction and discharge of all liabilities and obligations, all of its remaining assets and property shall be paid over to Baptist Healthcare System, Inc., or its successor, if such organization at that time qualifies as an exempt organization under Section 501(c)(3) of the Code. In the event Baptist Healthcare System, Inc., or its successor, at the time of the dissolution of the Corporation does not fulfill the requirements of the preceding sentence, all of the remaining assets and property of this Corporation as hereinabove described in the preceding sentence at the time of dissolution hereof shall be distributed only to organizations that at that time qualify as exempt organizations under Section 501(c)(3) of the Code and as approved by the Corporation's Board of Directors and by the Corporation's sole member.

ARTICLE VII **Membership**

The sole member of the Corporation shall be Baptist Healthcare System, Inc. Subject to these Articles of Incorporation and the Bylaws, Baptist Healthcare System, Inc. as sole member shall have all rights, powers and privileges, including voting rights, granted under the laws of the Commonwealth of Kentucky. Baptist Healthcare System, Inc. shall not be required to pay membership fees (whether designated as dues, fees, assessments, contributions or otherwise) for the right to be a member of the Corporation, and the Board of Directors of the Corporation shall not adopt a resolution authorizing any such dues, fees, assessments or contributions to be payable by Baptist Healthcare System, Inc. Baptist Healthcare System, Inc. shall not be expelled, suspended or removed as sole member, nor shall any rights or powers as sole member be restricted, deleted, reduced or limited, nor shall any additional members be added, without Baptist Healthcare System, Inc.'s written consent. Except as otherwise agreed to in writing by Baptist Healthcare System, Inc., Baptist Healthcare System, Inc. shall not have any personal liability for the obligations of the Corporation.

ARTICLE VIII
Limitation of Director Liability

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director, except for liability (1) for any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (2) 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 (3) for any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

If the Kentucky Revised Statutes are amended after the effective date 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 Kentucky Revised Statutes, as so amended.

ARTICLE IX
Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any corporation or association in which any Director is a stockholder, director, officer or employee, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interest of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors and shall otherwise comply with any conflict of interest provision in its Bylaws and any conflict of interest policy adopted by the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE X
Officers

The Board of Directors shall elect a chair, a president, a secretary, a treasurer and such other officers as may be deemed advisable. The president, secretary and treasurer need not be members of the Board of Directors.

ARTICLE XI
Amendment

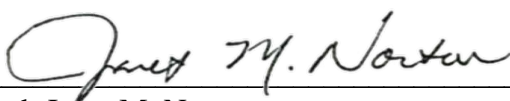
These Articles may only be amended in the manner provided by law, subject to the approval of the sole member.

CERTIFICATION

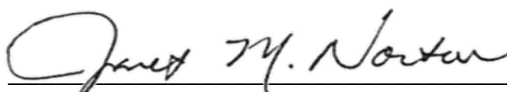
On November 13, 2024, Baptist Health Medical Group, Inc., through an affirmative vote of its Board of Directors, adopted these Amended and Restated Articles of Incorporation of Baptist Health Medical Group, Inc., and they have been duly adopted as required by law to supersede the original Articles of Incorporation of the Corporation and all amendments to them. On August 27, 2024, the Board of Directors of Baptist Healthcare System, Inc., the sole member of the Corporation, through an affirmative vote of its Board of Directors, approved these Amended and Restated Articles of Incorporation of Baptist Health Medical Group, Inc., and they have been duly adopted as required bylaw to supersede the original Articles of Incorporation of Baptist Health Medical Group, Inc. and all amendments to them.

IN TESTIMONY WHEREOF, witness the signature of the undersigned this 13th day of November, 2024.

BAPTIST HEALTH MEDICAL GROUP, INC.

By: 
Printed: Janet M. Norton
Its: Secretary

THIS INSTRUMENT WAS PREPARED BY:



Janet M. Norton
Vice President & Chief Legal and Regulatory Affairs Officer
Baptist Healthcare System, Inc.
1901 Campus Place
Louisville, Kentucky 40299
(502) 896-5016