

MD2U HOLDING COMPANY

Articles of Incorporation

1. **Corporate Name.** The corporation's name shall be MD2U Holding Company (the "Corporation").

2. **Authorized Shares.** The Corporation shall have authority to issue 10,000 Common Shares.

3. **Registered Office and Agent.** The street address of the Corporation's initial registered office shall be 140 Whittington Parkway, Suite 100, Louisville, Kentucky 40222. The name of the Corporation's initial registered agent at the office shall be J. Michael Benfield, M.D.

4. **Principal Office.** The mailing address of the Corporation's principal office shall be 140 Whittington Parkway, Suite 100, Louisville, Kentucky 40222.

5. **Indemnification of Officers and Directors.** Each person who is or becomes an officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent because he is or was a director or officer of the Corporation. This Article obligates the Corporation to indemnify and advance expenses to its officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation to the extent permitted by the Kentucky Business Corporation Act, as amended from time to time. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors and officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.


6. **Limitation of Director Liability.**

- (a) Except as otherwise provided by Article 6(b) below, no director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his duties as a director.
- (b) Nothing in Article 6(a) above shall be deemed or construed to eliminate or limit the liability of a director for:
 - (i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders;
 - (ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

- (iii) Any vote for or assent to an unlawful distribution to shareholders which is prohibited under KRS 271B.8-330 (or under any corresponding provision of the Kentucky Business Corporation Act, as amended from time to time); or
- (iv) Any transaction from which the director derived an improper personal benefit.

7. **Incorporator.** The name and mailing address of the incorporator are: FBT LLC, 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202.


FBT LLC, as incorporator

By 
William G. Strench, Manager

MD2U HOLDING COMPANY
CONSENT TO SERVE
AS INITIAL REGISTERED AGENT

The undersigned hereby consents to serve as the initial registered agent for MD2U Holding Company (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

FBT LLC

By 
William G. Strench, Manager