

ARTICLES OF INCORPORATION OF
UofL HEALTH-SHELBYVILLE, INC.

Pursuant to the provisions of KRS 273.247, the undersigned hereby executes these Articles of Incorporation for the purposes of forming a nonprofit corporation under the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et. seq.* (the “Act”):

ARTICLE I

Name

The Corporation’s name shall be UofL Health-Shelbyville, Inc.

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

1. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the “Code”)), and the Treasury Regulations promulgated thereunder (the “Regulations”), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

(a) Conduct and carry on its work, not-for-profit, and, exclusively, for the charitable and educational purposes of the University of Louisville, a body politic and corporate (the “University”);

(b) Promote, build, establish, equip, operate, and maintain one (1) or more hospitals, clinics or other health facilities providing medical services for the diagnosis, care and treatment of all types of patients in the Commonwealth of Kentucky, including the needy and poor of every creed, nationality and color;

(c) Operate such healthcare facilities, services and programs as are deemed appropriate for the care of persons suffering from illness or disability;

(d) Participate in and carry on activities designed to promote and enhance the general health of the communities served by the Corporation and the Member, as defined in Article IV below;

(e) Lessen the burdens of government in the community, including, for example, participating in governmental programs such as Medicare and Medicaid;

(f) Operate at all times in a manner that complies with the tax exemption requirements applicable to hospitals, including the community benefit standard under Revenue Ruling 69-545, the requirements under Section 501(r) of the Code, or such future standards for tax-exempt hospitals described in Section 501(c)(3) of the Code as may be applicable from time to time;

(g) Engage in and carry on the University's health education and scientific research endeavors related to the care of the sick and injured;

(h) Operate for the benefit of, make grants to, perform the functions of, and carry out the charitable, scientific and educational purposes of the Member, and to participate in the Member's full service, seamless health care delivery system of owned, affiliated, and contracted services, programs and facilities covering the full continuum of health care delivery, advocacy,

health promotion, health education, research and disease prevention serving the Greater Louisville Region;

(i) Invest in, hold, own, operate, maintain, improve, develop, sell, exchange, lease and otherwise use its assets or direct or indirect interests therein;

(j) Borrow money as necessary in furtherance of the business of the Corporation, and issue promissory notes or other evidences of indebtedness in connection therewith and to secure the same by mortgage, deed of trust, pledge, or other lien or security interest; and

(k) Do any and all other acts or things which may be incidental or necessary to carry on the business of the Corporation, as herein contemplated.

2. **Powers.** Except to the extent prohibited by these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act, including without limitation, the general powers enumerated in KRS 273.171.

3. **Prohibited Activities.**

(a) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable, directly or indirectly, to any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the

manner provided by the Board of Directors. The Corporation is expressly precluded from making loans to its Directors or officers.

(c) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Duration

The Corporation shall have perpetual existence.

ARTICLE IV

Members

UofL Health, Inc., a Kentucky nonprofit corporation, shall be the Corporation's sole member (the "Member"). The Member's rights and authorities shall be set forth in the Corporation's Bylaws.

ARTICLE V

Directors

The Corporation's affairs shall be managed by a Board of Directors. The terms of office, election process, manner of acting, qualifications for office and the method for changing the number of Directors shall be provided in the Corporation's Bylaws. The initial Board of Directors shall consist of three (3) individuals. The initial members of the Board of Directors are as follows, each of whom shall serve until the earlier of the election and qualification of his or her successor or his or her removal or resignation:

Neeli Bendapudi
530 South Jackson Street
Louisville, KY 40202

Diane Medley
530 South Jackson Street
Louisville, KY 40202

Thomas H. Meeker
530 South Jackson Street
Louisville, KY 40202

ARTICLE VI

Incorporator

The name and mailing address of the incorporator is as follows:

Thomas A. Hoy, Esq.
Office of University Counsel
206 Grawemeyer Hall
2301 South Third Street
Louisville, Kentucky 40292

ARTICLE VII

Principal Office

The mailing address of the Corporation's principal office shall be 530 South Jackson Street, Louisville, Kentucky 40202.

ARTICLE VIII

Registered Office and Agent

The name of the Corporation's registered agent is Thomas A. Hoy, Esq. and the street address of the Corporation's initial registered office is 206 Grawemeyer Hall, 2301 South Third Street, Louisville, Kentucky 40292.

ARTICLE IX

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to one or more organizations as shall be determined by the University's Board of Trustees, provided that such organization (or organizations) is exempt from federal income tax under Section 501(a) of the Code as an organization described in

Section 501(c)(3) of the Code and qualifies as other than a private foundation under Section 509(a) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such similarly identified purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes provided that at the time of such distribution, the proposed recipient (or recipients) is (are) exempt from federal income tax under Section 501(a) of the Code as an organization (or organizations) described in Section 501(c)(3) of the Code and also is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE X

Limitation of Director Liability

No Director or director shall be personally liable to the Corporation for monetary damages for breach of his duties as a Director or director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests 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) For any transaction from which the Director derived an improper personal benefit.

If the Act is amended after approval of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Act, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

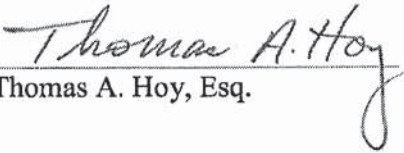
ARTICLE XI

Amendment

The Articles of Incorporation of the Corporation may be amended by the Board of Directors upon receiving the affirmative vote of at least sixty-six percent (66%) of the Directors then in office at any regular or special meeting of the Board of Directors or the unanimous written consent of all of the Directors then serving on the Board of Directors.

[Signature page follows]

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation effective as of the 19th day of September, 2019.


Thomas A. Hoy, Esq.

THIS INSTRUMENT PREPARED BY:


Michael N. Fine, Esq.
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