



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

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Alison Lundergan Grimes
Kentucky Secretary of State
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Division of Business Filings
Business Filings
 PO Box 718, Frankfort, KY 40602
 (502) 564-3490
 www.sos.ky.gov

Articles of Organization
Nonprofit Limited Liability Company

NLC

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the non-profit limited liability company is

5:16 Health & Wellness Center of Somerst, **LLE**

Article II: The street address of the non-profit limited liability company's initial registered office in Kentucky is

99 Ohio Street

Somerset

KY

42502

Street Address Only (No Post Office Box Numbers)

City

State

Zip Code

and the name of the initial registered agent at that office is Q. Douglas Whitaker

Article III: The mailing address of the non-profit limited liability company's initial principal office is

340 Oak Leaf Lane

Somerset

KY

42503

Street Address or Post Office Box Number

City

State

Zip Code

Article IV: The non-profit limited liability company is to be managed by (must check one):

☒ A. a manager(s).

☐ B. its member(s).

Article V: The purpose of the non-profit limited liability company is:

Provide quality healthcare to low-income residents within the Pulaski County area and surrounding communities.

Article VI: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time

Please indicate the county in which your business operates:

County: Pulaski

To complete the following, please shade the box completely.

Please indicate the size of your business:

☒ Small (Fewer than 50 employees)

☐ Large (50 or more employees)

Please indicate whether any of the following make up more than fifty percent (50%) of your business ownership:

☐ Women-Owned

☐ Veteran Owned

☐ Minority Owned

Please indicate which of the following best describes your business:

☐ Agriculture

☐ Mining

☒ Services

☐ Construction

☐ Wholesale Trade

☐ Retail Trade

☐ Manufacturing

☐ Finance, Insurance, Real Estate

☐ Public Administration

☐ Transportation, Communications, Electric, Gas, Sanitary Services

☐ Other

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of Organizer

Dr. Michael E. Pope

Printed Name

Date

Signature of Organizer

Dr. Michael Citak

Printed Name

Date

Signature of Organizer

Mr. Richard Teal

Printed Name

Date

I, Q. Douglas Whitaker, Esq.

Print Name of Registered Agent

, consent to serve as the registered agent on behalf of the limited liability company.

Signature of Registered Agent

Q. Douglas Whitaker, Esq.

Printed Name

Date

BY LAWS
OF
5:16 HEALTH & WELLNESS CENTER OF SOMERSET, LLC

ARTICLE I

OFFICES

Section 1. Principal Office: The principal office of the Nonprofit Limited Liability Company (*referred to hereafter as "the Company"*) shall be located at 340 Oak Leaf Lane, Somerset, Kentucky 42503

Section 2. Registered Office: The registered office of the Company required by law to be maintained in the State of Kentucky may be, but need not be, identical with the principal office.

Section 3. Other Offices: The Company may have offices at such other places, either within or without the State of Kentucky, as the Board of Directors may from time to time determine, or as the affairs of the Company may require.

ARTICLE II

MEMBERS, SHAREHOLDERS, AND / OR CERTIFICATE HOLDERS

Section 1. The Company shall have no members, certificate holders or shareholders, all functions and affairs of the Company being directed entirely by the Directors thereof.

ARTICLE III

DIRECTORS

The Board of Directors of the Clinic shall consist of seven (7) to fifteen (15) persons. The Medical Director and Executive Director, if such Directors exist, shall serve as ex-officio voting members of the Board of Directors.

The undersigned Organizers shall constitute the Initial Board of Directors and shall serve as such until such time as the Initial Board of Directors shall appoint other Directors. Persons serving on the initial Board of Directors may be appointed and serve on the newly appointed Board of Directors.

Section 1. General Powers: The Board of Directors or an Executive Committee shall manage the business and affairs of the Company, as the Board may establish pursuant to these By-Laws. In the absence of a regular or called meeting of the Board, all actions taken by the Executive Committee shall be approved at the next meeting of the Board.

Section 2. Election and Term of Office: Directors shall be elected by the Board of Directors. The Directors shall be appointed for three (3) year terms and may serve no more than two (2) consecutive terms; however, the Board of Directors may waive this restriction. Members of Grace Baptist Church, Somerset, Kentucky, must, at all times, hold a majority on the Board of Directors; the Board of Directors may NOT waive this restriction. All members of the Board of Directors must be professing believers who have made a profession of faith in Jesus Christ.

Section 3. Vacancies: A vacancy occurring in or on the Board of Directors may be filled by a majority vote of the remaining Directors, a quorum is required, with the only restrictions being those described in Section 2 herein; the Director so elected shall serve the remainder of the term of the Director replaced thereby.

Section 4. Removal: Directors may be removed from office with or without cause by a vote of a majority of the Directors. If any member misses three (3) unexcused, consecutive meetings or fails to perform the duties as prescribed by the by-laws, the member's term shall expire and that office shall be declared vacant. A successor shall be elected at the next regular Board meeting.

Section 5. Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.

Section 6. Notice of Meetings: Regular meetings of the Board of Directors may be held with one-week advance written notice.

The person or Persons calling a special meeting of the Board of Directors shall, at least two (2) weeks before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 7. Informal Action by Directors: A majority of the Board of Directors in actual attendance at meetings shall constitute a quorum for transactions of business.

ARTICLE IV

OFFICERS

Section 1. Officers: The Board of Directors shall elect at the last meeting of the fiscal year, a Chairperson, Vice-Chairperson, Secretary, and Treasurer and such other officers or agents as it may deem necessary for the efficient administration of the Clinic. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected from the Board of Directors, but no other officers, agents, or employees shall be required to be members of the Board of Directors.

Section 2. Term: The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected for a term of two (2) years. Officers may serve no more than two (2) consecutive terms.

Section 3. Vacancy: Any vacancy occurring shall be filled by the Board of Directors at a special meeting duly called for such purpose. The substitute officer will serve the remaining of the vacated office.

Section 4. Chairperson: The Chairperson shall preside at all meetings and appoint committees as deemed necessary. He/She shall work closely with the Executive Director and keep abreast of the needs of the Clinic and will serve as a liaison between the Medical Clinic and the Board of Directors to assure smooth and accurate communication. The Chairperson shall be principal executive officer of the Company and, subject to control of the Board of Directors, shall supervise the control and management of the Company in accordance with these by-laws. The Chairperson shall also serve as Chairperson of the Executive Committee.

Section 5. Vice-Chairperson: The Vice-Chairperson unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of that office. In addition, he/she shall perform such other duties and have such other powers as the Board of Directors shall prescribe. The Vice-Chairperson shall also be a member of the Personnel Committee.

Section 6. Secretary: The Secretary shall be responsible for reviewing the records of the acts and proceedings of all meetings of shareholders and directors. He/She shall give all notices required by law and by these by-laws. He/She shall oversee the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The corporate seal is to be kept at the physical location of the clinic. The Secretary shall also be a member of the Communications and Publicity Committee.

Section 7. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Company and shall receive, deposit, or disperse the same under the direction of the Board of Directors, or supervise the financial activities of clinic staff. He/She shall keep full and accurate accounts of the finances of the Company in books

especially provided for that purpose. He/She shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Company within four (4) months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any Director for a period of ten (10) years; and the Treasurer shall mail or otherwise deliver a copy of the latest statement to any Director upon his written request. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors. The Treasurer shall also be a member of the Budget and Finance Committee.

ARTICLE V

COMMITTEES

Section 1. Generally: The Board of Directors may create such committees as are necessary from time to time to assist the Board of Directors.

Section 2. Executive Committee: The Board of Directors shall elect six (6) members of the Executive Committee of the Board, including the Chairperson, Vice-Chairperson, Secretary, Treasurer, and the chairperson from all standing committees. The Medical Director shall serve as an ex-officio voting member of the Executive Committee. Their duties shall include (a) meet to carry on business affairs of the Company between regular Board meetings; (b) designating and coordinating special meetings; (c) establishing committees as needed to address the affairs, financial or otherwise, of the Company. The Executive Committee will meet prior to the regular Board meeting as needed. Executive Committee members shall be elected annually and may succeed themselves.

Section 3. Standing Committees: The Standing Committees of the Board and their Chairpersons shall be appointed by the chairperson of the Board of Directors for one (1) year terms and shall consist of the following:

A. Finance and Resource Development Committee: The Finance and Resource Development Committee shall consist of six (6) to eight (8) members including the Treasurer and Board Chair. The Committee shall be divided into two(2) sub-committees each with their own chair; therefore, having co-chairs which serve on the Executive Committee.

The primary functions of the Finance Sub-committee will be to:

- Present the budget at the September board meeting.
- Monitor the budget vs. actual throughout the fiscal year.
- Make recommendations +/- budget adjustments to the board.
- Make recommendations regarding investments to the board.

The primary functions of the Resource Development Sub-committee are:

- To work with the Resource Development Director to write the annual development plan.
- To make recommendations to the board on development issues
- To evaluate the development projects and make recommendations to the board.
- To monitor the outcomes related to Resource and Development.
- To offer input on grant initiatives and present to the general board
- To work with Resource Development Director to ensure accurate grant reporting.

B. Personnel and Nominating Committee: The Personnel and Nominating Committee shall consist of four (4) members including the Vice-Chairperson. The primary purpose of the Personnel and Nominating Committee shall be

- To evaluate the existing board structure.
- To conduct a board needs assessment
- To keep an active board prospect list
- To present the slate of officers and nominees to the board at the November meeting.
- To present to the finance committee staffing and salary proposals by August 1.
- To evaluate the Executive Director
- To work with the Executive Director regarding personnel issues.

The Executive Committee may present a revised committee structure to the general board for consideration as the needs of the clinic deems appropriate.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Company, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Company and no evidences or indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the Company shall be signed by such officers or agents of the Company and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such depositories as the Board of Directors shall direct.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Waiver of Notice: Whenever any notice is required to be given to any director under provisions of the Non Profit Company Act or under the provisions of the charter or By-Laws of this Company a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice. (See Article II)

Section 2. Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Company shall be the same as the calendar year.

Section 3. Amendments: These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors.

ARTICLE VIII

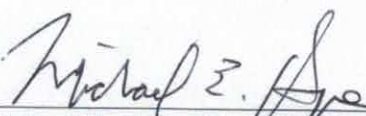
ELECTION AS A 501 (C) (3) COMPANY

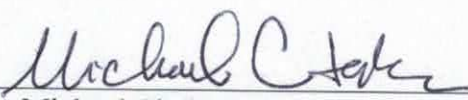
Said Company is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code.

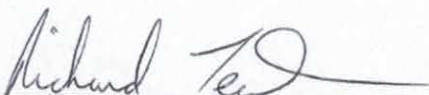
No part of the net earnings of the Company shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three (3) hereof. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in or 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 Company shall not carry on any other activities not permitted to be carried on (a) by a Company exempt from Federal income tax under section 501 (c)(3) of the United States Internal Revenue Code; or by a company, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

Upon the dissolution of the Company, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Company, dispose of all of the assets of the Company exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated all of the assets of the Company exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall as the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of by the District Court of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

This is the 4th day of Sept, 2017

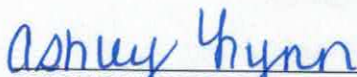

Dr. Michael E. Pope (Organizer)


Dr. Michael Citak (Organizer)


Mr. Richard Teal (Organizer)

STATE OF KENTUCKY:
COUNTY OF PULASKI ... SCT:

Subscribed and sworn to before me by the above parties, this the 4th day of September 2017.


NOTARY PUBLIC

My commission expires 5/20/20