

1373263.09 mmoore
NAOI
Michael G. Adams
Kentucky Secretary of State
Received and Filed:
6/20/2024 2:39 PM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
EVERENT HEALTH, INC.**

These Articles of Incorporation evidence that the undersigned incorporators have the intention of forming a nonprofit corporation pursuant to Chapter 273 of the Kentucky Revised Statutes.

**ARTICLE I
EVERENT HEALTH, INC.**

The name of the corporation is Everent Health, Inc. (hereinafter "**Everent**" or "**Company**").

**ARTICLE II
PURPOSE**

Everent is organized exclusively for charitable, religious, education, and scientific 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) (collectively the "**Code**"), and within such limits, to: (i) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of (A) Hosparus, Inc. ("**Hosparus**") a Kentucky nonprofit corporation and its affiliates, which have been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code, and (B) Hospice of the Bluegrass, Inc. d/b/a Bluegrass Care Navigators ("**Bluegrass**") a Kentucky nonprofit corporation and its affiliates, which have been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future entities or affiliates of the corporations, Hosparus and/or Bluegrass, that perform one or more of the functions, or that further the general purposes of, the corporation, and consistent with the foregoing, to exercise all powers available to a corporation organized pursuant to the Chapter 273 of the Kentucky Revised Statutes as a nonprofit corporation.

The purpose of Everent shall include the alignment and affiliation of the Hosparus and Bluegrass family of companies to further and support their charitable missions by maximizing the synergies between the organizations and driving innovation for the betterment of the communities that the organizations serve, including: (a) creating an organization whose mission is to implement and promote the realization of the mission, vision, values, and guiding principles of the existing Hosparus and Bluegrass families of organizations; (b) expanding high quality health care and community services provided across the regions served by the existing Hosparus and Bluegrass families of

organizations; (c) improving operational efficiencies to more effectively share, meet and improve upon industry best practices standards; (d) leveraging best practices and talent to increase quality and service for patients, families and loved ones; (b) creating and providing operational efficiencies and economies of scale; (c) enhancing the ability to expand and provide new services lines across Everent and the communities it will serve; (d) enhancing the ability to acquire, retain and engage talent; (e) diversifying risk experienced by the organizations where possible; (f) increasing overall organizational value; (g) increasing access to capital and resources, to better fulfill and support its mission and the missions of Hosparus and Bluegrass families; (h) expanding and sharing talent throughout the Hosparus and Bluegrass families of companies; (i) integrating ancillary companies and services for greater efficiency and operating capacity; and (k) other mutually beneficial endeavors consistent with the purposes, mission and values above.

ARTICLE III **POWERS**

This corporation shall have all the powers granted by law to nonprofit corporations by Kentucky Revised Statutes subject to the following limitations and restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its incorporators, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, unless Section 501(h) of the Code shall apply to the corporation, in which case the corporation shall not normally make lobby or grass roots expenditures in excess of the amounts therein specified. The corporation shall not in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event that the corporation is a private foundation within the meaning of Section 509(a) of the Code:

- i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- iv. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV **DISSOLUTION**

No director, trustee, officer, private individual or for-profit organization shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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, dispose of all of the un-restricted assets of the corporation by transferring such assets to (i) one or more organizations with a purpose or mission that is similar to the mission and purpose of the corporation, that is validly existing and exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code, or (ii) if no such organizations exist, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the corporation 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.

ARTICLE V **MEMBERSHIP**

This corporation shall have no members.

ARTICLE VI **BOARD OF DIRECTORS**

The business and affairs of the corporation shall be governed by a Board of Directors nominated by the incorporators and shall consist of four (4) initial directors with an equal number of directors from Bluegrass and Hosparus. A Director may be removed

for cause from office by a super majority vote of the Directors, for cause. The Board of Directors shall establish bylaws for the operation of the corporation which may be amended from time to time at the discretion of the Board. Vacancies on the Board of Directors shall be filled pursuant to the bylaws of the corporation. The initial Board of Directors consists of the following individuals:

Mark J. Day, Chair of the Board,
Bluegrass Care Navigators
1111 Bakers Lane
Nicholasville, Kentucky 40356

Cheri L. Glass, Chair of the
Board, Hosparus, Inc.
2701 Eastpoint Parkway
Louisville, Kentucky 40223

Richard M. Hopgood
104 Clubhouse Drive
Nicholasville, Kentucky 40356

Cathy S. Zion
1640 Lyndon Farm Ct, Suite 108
Louisville, Kentucky 40223

ARTICLE VII
INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

Elizabeth D. Fowler, CEO
Bluegrass Care Navigators
1733 Harrodsburg Road
Lexington, Kentucky 40504

David W. Cook, CEO
Hosparus, Inc.
6200 Dutchmans Lane
Louisville, Kentucky 40205

Mark J. Day, Chair of the Board
Bluegrass Care Navigators
1111 Bakers Lane
Nicholasville, Kentucky 40356

Cheri L. Glass, Chair of the
Board, Hosparus, Inc.
2701 Eastpoint Parkway
Louisville, Kentucky 40223

ARTICLE VIII
REGISTERED AGENT

The name of the initial registered agent and its address is:

MMLK Inc.
201 East Main Street, Suite 900
Lexington, Kentucky 40507-2003

ARTICLE IX
PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 643 Teton Trail, Suite 200, Frankfort, Kentucky 40601.

ARTICLE X
DURATION OF EXISTENCE

The corporation shall have perpetual duration and its existence shall begin when the Secretary of State of Kentucky shall have issued the Certificate of Incorporation. The private property of the Directors shall not be subject to any of the corporation's debts and liabilities.

ARTICLE XI
BYLAWS

The Bylaws of the corporation shall be adopted, and may be amended or repealed, by the Board of Directors. The Bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

ARTICLE XII
LIABILITY OF DIRECTORS

No Director shall be personally liable to the corporation for monetary damages for breach of his duties as a 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 derives an improper personal benefit or
- (D) for an action in violation of KRS 273.215.

If the Kentucky Revised Statutes are amended after approval of this Article 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 Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of the Director of the corporation existing at the time of such repeal or modification.

ARTICLE XIII
INDEMNIFICATION

Each person who is or was a director or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a officer of another corporation, whether elected or appointed, including the heirs,

executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorneys fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, or arising out of such person's status as a director or officer or provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition, provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. The corporation may maintain insurance, at its own expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Revised Statutes or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

[Intentionally Left Blank, Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the 20th day of June, 2024.



Elizabeth D. Fowler, CEO
Bluegrass Care Navigators



David W. Cook, CEO
Hosparus, Inc.



Mark J. Day, Chair of the Board,
Bluegrass Care Navigators



Cheri L. Glass, Chair of the
Board, Hosparus, Inc.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACCEPTANCE AND ACKNOWLEDGMENT

MMLK Inc. hereby agrees to act as registered agent and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of Kentucky Revised Statutes.



By: _____
Registered Agent – MMLK Inc.
Lisa English Hinkle, Member

THIS INSTRUMENT PREPARED BY:



Lisa English Hinkle
MCBRAYER, PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507
(859) 231-8780
lhinkle@mcbayerfirm.com