

Athena Medical Consulting

Agreement

Athena Medical Consulting is a Limited Liability Corporation owned and operated by Teresa L Camfield – 50 per cent owner, and Mary C Daffron – 50 per cent owner. Both partners are entering into this operating agreement with full understanding of the operational procedures outlined in the forgoing statements:

Death of Limited Liability Partner

Survivor in this agreement will refer to the living partner.

1. Upon the death of one or more partners, the survivor will be given first option to purchase the company if the heirs of deceased choose to sell their inherited share. The company will be assessed by an outside auditor (someone not affiliated with the operation of the company) and sold to partner at fair market value.
2. Upon death of one or more partners, if heirs are selling their share of the company and the survivor is not able to purchase the company at that time, the survivor will have final say on incoming partner. The survivor will need a good working relationship with any new partner and will be the primary one who can fairly and reasonably determine this issue. If, within three months, the heirs or survivor has not found anyone they can agree upon the company will be sold at fair market value or closed, at the time the decision is made to sell, the assets will be divided according to ownership shares. Upon closing the company, the survivor will have legal responsibility to properly close the limited liability corporation. They must see that all final business and expenses will be handled properly.
3. Upon the decision of heirs to retain ownership of their share of Athena Medical Consulting, they will decide to be an active or inactive partner.
4. Heirs retaining ownership and assuming inactive role will be financially responsible for equal replacement of deceased partner. The financial responsibility will include salary, benefits, and any company bonuses. The hire's benefit package will come directly from the heir's share of profits equally. Survivor will have final decision on who is hired for replacement. If there has not been someone placed after three months and the business suffers financially the survivor will be responsible to the heirs financially for this loss. Survivor is accountable to heirs and is responsible for actions and outcomes of hire. The survivor will hold quarterly meetings with heirs. Survivor is accountable to heirs regarding Athena Medical Consulting business. Survivor is responsible for accurate reports as to the state of the company. All records, receipts, ledgers and anything

pertaining to Athena Medical Consulting will be made available to heirs upon their request any time between the quarterly meetings.

5. Heirs retaining ownership and active role in company must follow company guidelines. Heirs taking active role must obtain proper credentials for the company at that time. Heirs taking active role must be capable of producing equal expertise of deceased partner and must take active role to move company forward. In the event heirs take active role working in company they (one or both heirs) will have a trial period of six months to learn the business and produce results of no profit lose. Heirs must be able to hold company in current position of where it was when they entered the business or show company moving forward. In the event the heirs are unable meet these expectations, heirs must step out of leadership role of the company, until such a time the heirs have had time to gain the necessary knowledge required to properly and successfully move the business forward. Survivor will hire replacement equal to the abilities of the deceased. In the event this should occur, the heirs will be financially responsible for the salary and benefit package of the new hire. If the heirs want to remain active and assume a leadership role in Athena Medical Consulting they will be reevaluated in one year for the date they relinquished leadership role. If upon reevaluation it is determined they have acquired the knowledge and ability to properly replace the deceased they may assume the entitled leadership role.
6. On the side of Mary Daffron, the heirs to Mary Daffron's 50 percent share will go to Christin Reynolds and Nolan Reynolds 25 percent to each heir. If one of the heirs wants to sell and one of the heirs wants to retain their share, the selling heir must give first option of purchase to remaining heir. In the event the remaining heir cannot or does not want the purchase option it must be offered to the survivor.
7. On the side of Teresa Camfield, the heirs to Teresa Camfield's 50 percent share will go to John T. Camfield and Sarah K. Camfield, 25 percent to each heir. If one of the heirs wants to sell and one of the heirs wants to retain their share, the selling heir must give first option of purchase to remaining heir. In the event the remaining heir cannot or does not want the purchase option it must be offered to the survivor.

Purchase Option

1. In the event one of the 50 percent partners wants to exit the business, the remaining partner must be given first option to purchase. At that time an assessment will be done by an outside source (someone not affiliated with the company) at the selling partners' expense, and a fair market value of selling partners share of the company will be determined from that assessment. Both partners must agree on the company doing the assessment. The price the selling partner sets will be a fair market value.
2. Upon the event the non-selling partner does not have the ability to purchase, or does not desire to purchase the selling partners share, the selling partner may at that time

pursue someone to purchase their share of Athena Medical Consulting. Due to the nature of this business, it is of extreme importance that equal partners share the same vision; the non-selling partner will retain final say on potential incoming partners.

3. If non-selling partner does not feel that any of the new perspective partners interviewed will be suitable, the non-selling partner has a time of 3 months to find a suitable alternative. If at the end of 3 months a suitable alternative is not found the company will dissolve with the stated members in this Limited Liability Corporation. Both members of this LLC will be legally required to ensure a proper closing of the business.

Partner Assuming Inactive Role in Company

In the event a partner wishes to assume an inactive role in the company (no longer work in the company) due to extended leave of absence (6 months or longer), physical or mental problems, terminal illness, life changing events, the partner assuming an inactive role may retain ownership and voting rights to Athena Medical Consulting. The active partner will hire an equal replacement to match the partners' abilities that is assuming the inactive role. The salary and benefits package for the new hire will be the financial responsibility of the inactive partner. This compensation package will come from the inactive partner's share of profits and will be a fair compensation package to that time period for which they were hired. The remaining profits will go to inactive partner.

In the event a partner is unable to make decisions related to Athena Medical Consulting due to physical limitations or mental limitations a named heir will assume a decision making role until said partner is able to reassume that role. For Mary Daffron's decision making role, Mary's heir, Nolan Reynolds, will be the deemed heir to stand in her position. Teresa Camfield's heir, John T. Camfield will be the deemed heir to stand in her position. If after 3 months the physical limitations or mental limitations preventing the inactive partner from making decisions have not receded, one of the inactivepartner's heirs may assume the inactive partners role providing they meet the company requirements. If the heir does not meet those requirements the active partner will hire an equal replacement for the company until the other partner is able to return to the company or the heir is capable of a leadership role. The inactive partner will be financially responsible for the compensation package of the new hire. The new hire's compensation package will be fair for the time period at which they were hired. The remaining profits will be the inactive partner's share of the profits.

Partner Accountability to the Business

In the event that one of the two business partners fails to uphold their responsibilities to Athena Medical Consulting, an improvement plan will be issued to the delinquent partner. The improvement plan will be written and be date specific. The improvement plan will also include an area for the delinquent partners' rebuttal. The improvement plan will be presented to the delinquent partner in the presence of Athena Medical Consulting's company attorney. Failure of delinquent partner to be present at this meeting will be an automatic admission of guilt and will enable the non-delinquent partner to take further action. Failure to meet improvement plan by the standards set in the written plan and by the date stated in the written plan will give the non-delinquent partner the ability to take further action.

When an improvement plan is issued and all specifics of the written improvement plan have not been met, the non-delinquent partner will assume the responsibility of hiring a replacement for the delinquent partner at the delinquent partner's expense. The compensation package for the new hire will come from the delinquent partner's net profits. Profits remaining after compensation package and all the delinquent partners' share of the company's expenses have been met will be the property of the delinquent partner. The new hire's compensation package will be fair to the time period of hire. The new hire will be placed in the company on a temporary basis until such time as the delinquent partner has met improvement plan. If after 6 months the delinquent partner fails to meet the requirements stated in the written improvement plan, the non-delinquent partner has the right to dissolve the Limited Liability Corporation. The active partner will be legally bound to properly close the business and after all expenses have been met equally divide the remaining assets between the two partners. The active partner will retain the right to reopen a new business and retain the use of Athena Medical Consulting's name.

Company Deadlocks

Being this is an equal 50 percent limited liability corporation there will be times of company deadlocks where two partners having equal shares will have opposing opinions. At this time those deadlocks will be addressed by the toss of a coin. Teresa Camfield will always retain heads; Mary Daffron will always retain tails.

Company Banking

The bank that Athena Medical Consulting chooses will be present in both the Louisville and Paducah area if at all possible. Any checks over \$500.00 will require two signatures. Both partners have named a stand-in in case one partner is incapable of making company decisions. Both partners and a stand-in for each partner will be on Athena Medical Consulting's checking account signature card. The stand-ins will only have check writing abilities in the event the partner they will be making decisions for has entered inactive status due to physical or mental limitations.

Company Payroll/Profits

Company payroll will be weekly. Athena Medical Consulting will have an agreed upon accountant to take care of company payroll and company taxes, and help Athena Medical Consulting grow and invest their profits wisely. Payroll for partners will be based on net profit. Company profits will be 50% for Teresa Camfield, and 50% for Mary Daffron.

Hiring Employees

Both partners must be in agreement on the potential employee. If there happens to be a dead lock on which candidate to hire resume's, employment applications and interviews will be graded on a scale of 1-being the lowest score to 5-being the highest score on 5 different points:

1. Experience/Knowledge
2. Work history/dependability
3. Personality – customer oriented, upbeat, friendly, likability
4. Aptitude – quick learner, common sense, can they multi-task
5. Flexibility