

**ARTICLES OF INCORPORATION OF
ARH ADVANCED CARE, INC.**

The undersigned Incorporator, Jonathan P. Collins, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions:

ARTICLE I

The name of the Corporation is ARH Advanced Care, Inc. (the "Corporation").

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:

- A. The Corporation is irrevocably dedicated to and is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs A, B, C, and, if applicable, D of this Article II.
- B. As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. As limited by Section 501(c)(3) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.
- C. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- D. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute its income 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.
- E. The general purpose of the Corporation is the promotion of health. The Corporation's primary purpose is to own and operate long term acute care hospital facilities, and to carry on certain other healthcare and healthcare-related activities in Eastern Kentucky and Southern West Virginia in a manner that promotes the health in the Corporation's service community consistent with the requirements of Section 501(c)(3) of the Code. In addition, the Corporation is an affiliate of Appalachian Regional Healthcare, Inc. and, as such, will seek to coordinate and integrate it, activities with Appalachian Regional Healthcare, Inc. in a manner that [i] is consistent with the charitable mission of Appalachian Regional Healthcare, Inc. and [ii] that is designed to promote the health of the communities served by the Corporation and Appalachian Regional Healthcare, Inc., as a whole.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Ms. Christi Lee, Esq.
Vice President for Legal Affairs
Appalachian Regional Healthcare, Inc.
100 Airport Gardens Road
Hazard, Kentucky, 41701

ARTICLE IV

Principal Office

The mailing address of the Corporation's principal office is 100 Airport Gardens Road, Hazard, Kentucky 41701.

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI
Directors

The affairs of the Corporation shall be governed by a Board of Directors as set forth in the Corporation's Bylaws. The names and addresses of the initial directors are:

Mr. Jerry Haynes
2260 Executive Drive
Lexington, Kentucky 40505

Mr. Leon L. Hollon, Esq.
2260 Executive Drive
Lexington, Kentucky 40505

Mr. Joseph L. Grossman
2260 Executive Drive
Lexington, Kentucky 40505

ARTICLE VII
Members

The sole member of the Corporation shall be Appalachian Regional Healthcare, Inc.

ARTICLE VIII
Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor provision. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to Appalachian Regional Healthcare, Inc., or its successor entity, so long as that distributee organization then qualifies as an exempt organization described in Section 501(c)(3) of the Code or its successor provision. If Appalachian Regional Healthcare, Inc. does not then so qualify, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more exempt organizations then described in Section 501(c)(3) of the Code or its successor provision. The purposes of such charitable donee or donees shall be to support charitable health care activities carried out within the geographic area served by the Corporation.

ARTICLE IX
Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his or her 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.

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 a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X Amendment

The Articles of Incorporation of the Corporation may be amended in the manner provided by law, but only with the written approval or consent of the sole member of the Corporation.

ARTICLE XI Indemnification


Each person who is or was a director, officer or board committee member of the 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, officer or board committee member; 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 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 payments of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person will 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. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the director, officer or board committee member may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against

such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other right which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of the 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 fullest extent permitted by any applicable portion of this Article that shall not have been invalidated or permitted by any other applicable law. For the purpose of this Article, reference to the Corporation includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.


ARTICLE XII
Incorporator

The name and address of the Incorporator is:
Jonathan Collins, Esq.
Appalachian Regional Healthcare, Inc.
100 Airport Gardens Road
Hazard, Kentucky 41701


Signed by the Incorporator this the 27th day of April, 2021.


Jonathan Collins, Esq.

I consent to serve as the initial registered agent for the Corporation.


Christi Lee, Esq.

THIS INSTRUMENT PREPARED BY:


Jonathan Collins, Esq.
Office of Legal Affairs
Appalachian Regional Healthcare, Inc.
100 Airport Gardens Road
Hazard, KY 41701