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AMD
Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEACONESS UNION COUNTY HOSPITAL, INC.**

TO THE SECRETARY OF STATE
OF THE COMMONWEALTH OF KENTUCKY

The undersigned, in accordance with Section 273.273 of the Kentucky Nonprofit Corporation Acts (the “*Act*”), hereby executes the following Amended and Restated Articles of Incorporation (the “*Articles*”) of Deaconess Union County, Inc. (the “*Corporation*”), which supersedes in their entirety the previous existing Articles of Incorporation of the Corporation, as amended. These Articles have been duly adopted as required by law and correctly set forth the provisions of the articles of incorporation, to be effective as of the date set forth in Article VII.

ARTICLE I

The name of the Corporation is Deaconess Union County Hospital, Inc.

ARTICLE II

The street address of the company's initial registered office in Kentucky is 306 W. Main St., Ste. 512, Frankfort, KY 40601 and the name of the initial registered agent at that address is CT Corporation System.

ARTICLE III

The mailing address of the company's initial principal office is 600 Mary Street, Evansville, IN 47747.

ARTICLE IV

The name and mailing address of the incorporator is Jared Florence, 600 Mary Street, Evansville, IN 47747.

ARTICLE V

The number of directors constituting the initial board of directors is three (3). The name and mailing address of each director is: Allen White, 600 Mary Street, Evansville, IN 47747, Jared Florence, 600 Mary Street, Evansville, IN 47747, and Shawn McCoy, 600 Mary Street, Evansville, IN 47747/

The business, property, affairs, and funds of the Corporation shall be managed, supervised, and controlled by its Board of Directors who shall exercise all of the powers of the Corporation, subject to the limitations contained in the Corporation’s Articles of Incorporation and Bylaws, as each may be amended from time-to-time and subject to applicable law. The Corporation’s Board of Directors shall be structured and appointed in accordance with the Bylaws of the Corporation.

ARTICLE VI

The purposes for which the Corporation is organized are as follows:

6.1 The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor or subsequent federal tax law (the “Code”) and under the laws of the State of Kentucky. More specifically, the Corporation’s purposes shall include:

- (a) delivering, or arranging or supporting the delivery of quality, cost-effective health care and medical services to the public; and
- (b) conducting other activities designed to promote the health care needs and welfare of communities in the State of Kentucky or otherwise useful or appropriate to the accomplishment of the foregoing purposes or as otherwise permitted by law.

6.2 In furtherance of Section 6.1, the Corporation is formed to exercise any and all powers for which a nonprofit corporation organized under the applicable provisions of the Act for charitable, religious, educational and scientific purposes may be authorized to exercise. The Corporation shall have all powers permitted by law that are necessary and incidental to the fulfillment of its purposes.

6.3 All purposes and powers of the Corporation shall be limited exclusively to those powers as comply with Section 501(c)(3) of the Code.

ARTICLE VII

These Amended and Restated Articles of Incorporation shall be effective upon filing.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation 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 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IX

Upon the dissolution of the Corporation, the assets of the Corporation (after payment of all liabilities of the Corporation) shall be distributed to Deaconess Health System, Inc. (“DHS”), provided at the time of dissolution DHS qualifies as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, or corresponding provisions of any future federal tax code. If DHS does not so qualify at such time of dissolution, the assets

of the Corporation shall instead be distributed to such organization (or organizations) which shall at such time of dissolution qualify as exempt from federal income taxation under section 501(a) of the Code as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions of any future federal tax code, as the Board at its sole discretion shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

The undersigned declares under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.



Jared Florence, Director

I, C T Corporation System, consent to serve as the registered agent on behalf of the Corporation.

By: <u>Laura R Broderick</u>	Laura R. Broderick	10-18-22
Signature of Registered Agent	Print Name & Title	Date