

ARTICLES OF INCORPORATION

Pursuant to the provisions of Act 162, Public Acts of 1982 the undersigned corporation executes the following articles.

ARTICLE 1

The name of the corporation is: Patient-Centered Education & Research Institute, Inc. (aka the Institute.)

ARTICLE 2

The purposes for which the corporation is organized are set forth, as follows:

The Corporation is organized exclusively for educational, research, and charitable 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, or the corresponding section of any future federal code.

In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for Jefferson County, Kentucky to such organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE 3

The Corporation is organized on a NONSTOCK basis. The description and value of its real property assets are: none. The description and value of its personal property assets are: none.

The Corporation is to be financed by grants and contracts from other entities, donations, and net revenues from public education events and related fundraising.

ARTICLE 4

The mailing address and registered office for the Corporation is:

Patient-Centered Education & Research Institute, Inc.
9312 Old Six Mile Lane, Suite 101
Louisville, KY 40299.

The name of the registered agent at the office is: Brian Elliott Daly

ARTICLE 5

The name and address of the incorporator is:

Brian E. Daly
9312 Old Six Mile Lane, Suite 101
Louisville, KY 40299

ARTICLE 6

The following restrictions will apply to the operations of the Corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors and 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.
2. 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 any candidate for public office.
3. Notwithstanding any other provision of these articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
4. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for Jefferson County, Kentucky to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.
5. In the event the Corporation is determined to be a "private foundation" as that term is defined in Code Section 509(a), then for the purpose of complying with the

requirements of code Section 508(e), for all taxable years commencing on or after the date of incorporation, the Corporation shall:

- A. Distribute its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent Federal tax laws;
- B. Not engage in any act of self-dealing as defined in Code Section 4941, or corresponding provisions of any subsequent Federal tax laws;
- C. Not retain any excess business holdings as defined in Code Section 4943, or corresponding provisions of any subsequent Federal tax laws;
- D. Not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent Federal tax laws;
- E. Not make any taxable expenditures as defined in Code Section 4945, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 7

Except as otherwise provided by law, a volunteer director of the Corporation is not personally liable to the Corporation or its members for monetary damages for a breach of the officer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer director incurred in good faith performance of their duty as an officer occurring on or after the date of incorporation.

ARTICLE 8

The bylaws of the Patient-Centered Education & Research Institute, Inc. are the final authority in matters of conflict between documents except when a provision of proposal to change a provision in the bylaws would countermand the legal restrictions of a nonprofit tax exempt corporation. For such a provision or change in a provision to be the final authority, the membership must specifically vote to adopt or revoke the provision in question at a meeting as specified in the bylaws.

Signed Brian E. Daly
Date 3/21/14