

Approved

Kentucky Department of Insurance
12/18/2023
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| Michael G. Adams Kentucky Secretary of State Received and Filed: 12/18/2023 4:03 PM Fee Receipt: \$8.00 | |

ARTICLES OF INCORPORATION

of

UofL HEALTH ASSURANCE, INC.

Pursuant to the provisions of KRS 273.247, the undersigned hereby executes these Articles of Incorporation for the purposes of forming a nonprofit corporation under the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et. seq.* (the "Act"):

ARTICLE I

Name

The Corporation's name shall be UofL Health Assurance, Inc.

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:

1. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and shall be operated exclusively for charitable, scientific or educational 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 (the "Code")), and the Treasury Regulations promulgated thereunder (the "Regulations"), and as such may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. The Corporation's general purpose is to operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of, each entity directly or indirectly insured by the

Corporation, which entities are exempt from tax under Section 501(a) of the Code as an organizations described in Section 501(c)(3) of the Code and classified as other than a private foundation under Section 509(a)(1) or Section 509(a)(2) of the Code (individually, a "Supported Organization" and, collectively, the "Supported Organizations"). The Corporation shall be operated, supervised or controlled by one or more of the Supported Organizations as specified in Section 509(a)(3) of the Code.

The purposes of the Corporation are to engage in the business of insuring and reinsuring various types of risk and to carry on and conduct any other lawful business or activity permitted of insurance companies under applicable federal and state law and such other purposes permitted by the Act, all subject to the other provisions of these Articles of Incorporation, and in particular, exclusively for the benefit of the Supported Organizations. primarily by the provision of insurance to members of the UofL Health System, as defined below.

UofL Health, Inc. is an entity exempt from tax under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. UofL Health, Inc. was formed and operates a charitable health system (the "UofL Health System") that is designed to be a full service, seamless health care delivery system of owned, affiliated, and contracted services, programs and facilities covering the full continuum of health care delivery, advocacy, health promotion, health education, research and disease prevention serving the Greater Louisville Region. The Corporation shall operate exclusively for the benefit of its Supported Organizations by, among other things, insuring only the risks of the entities of the UofL Health System, presently being: University Medical Center, Inc., UofL Health-Louisville, Inc. University of Louisville Physicians, Inc. and UofL Health-Shelbyville, Inc.

In furtherance of the foregoing, the Corporation shall:

(a) Conduct and carry on its work, not-for-profit, and, exclusively, for the charitable and educational purposes of the UofL Health System;

(b) Invest in, hold, own, operate, maintain, improve, develop, sell, exchange, lease and otherwise use its assets or direct or indirect interests therein;

(c) Borrow money as necessary in furtherance of the business of the Corporation, and issue promissory notes or other evidences of indebtedness in connection therewith and to secure the same by mortgage, deed of trust, pledge, or other lien or security interest; and,

2. Do any and all other acts or things which may be incidental or necessary to carry on the business of the Corporation, as herein contemplated, provided, however, that the Corporation may not issue policies, or enter into reinsurance contracts that would result in commercial-type insurance, as defined in Section 501(m) of the Code.

3. **Powers.** Except to the extent prohibited by these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act, including without limitation, the general powers enumerated in KRS 273.171.

4. **Prohibited Activities.**

(a) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable, directly or indirectly, to any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be

paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from making loans to its Directors or officers.

(c) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

(g) The Corporation shall not issue insurance policies, nor participate in re-insurance agreements, that constitute commercial type insurance, as defined in section 501(m) of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts 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.

ARTICLE III

Duration

The Corporation shall have perpetual existence.

ARTICLE IV

Directors

The Corporation's affairs shall be managed by a Board of Directors. The Board of Directors shall consist of seven individuals who are officers in at least one of the Supported Entities. The initial members of the Board of Directors ("Directors") shall be the following individuals who shall serve on the Corporation's Board of Directors, by virtue of the positions they currently hold in the Supported Entities:

Kirk Strack
Chief Financial Officer
University Medical Center, Inc.
530 South Jackson Street
Louisville, KY 40202

Shelly Denham
Senior Vice-President, Compliance
UofL Health- Louisville
530 South Jackson Street
Louisville, KY 40202

Wade Mitzel
Chief Operating Officer
University of Louisville Physicians, Inc.
300 East Market Street, #400
Louisville, KY 40202

Melisa Adkins
Chief Executive Officer
UofL Health – Mary & Elizabeth Hospital
530 S. Jackson Street
Louisville, KY 40202

Aaron Garofola
Chief Executive Officer
UofL Health – Shelbyville, Inc.
530 S. Jackson Street
Louisville, KY 40202

Aundrea Lewis
Chief Executive Officer
UofL Health – Peace Hospital
530 S. Jackson Street
Louisville, KY 40202

John Walsh
Chief Executive Officer
UofL Health – Jewish Hospital
530 S. Jackson Street
Louisville, KY 40202

Unless otherwise changed by the Board of Directors, the foregoing individuals shall serve as Directors of the Corporation for so long as they hold the positions in the Supported Entities identified above, after which their successors in the respective position in the Supported Entities (which shall include interim successors, such as Acting Chief Executive Officers) shall serve as a Director of the Corporation while holding such position in the Supported Entities, after which their successors in the respective position shall serve as a Director of the Corporation as provided in this sentence. Subject to the foregoing, the terms of office, election process, manner of acting, qualifications for office and the method for changing the number of Directors shall be provided in the Corporation's Bylaws, provided that a majority of the Directors shall be appointed by, or serve by virtue of their position in, the Supported Entities.

ARTICLE V

Membership

The Corporation shall have no members.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator is James P. Rayome, Esq. and the street address of the Corporation's initial registered office is 530 South Jackson Street, ACB, Administrative Offices, Louisville, KY 40202.

ARTICLE VII

Principal Office

The mailing address of the Corporation's principal office shall be 530 South Jackson Street, Louisville, Kentucky 40202.

ARTICLE VIII

Registered Office and Agent

The name of the Corporation's registered agent is James P. Rayome, Esq. and the street address of the Corporation's initial registered office is 530 South Jackson Street, ACB, Administrative Offices, Louisville, KY 40202.

ARTICLE IX

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to one or more of the Supported Organizations, as shall be determined by the Corporation's Board of Directors, provided that such Supported Organization (or Organizations) is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and qualifies as other than a private foundation under Section 509(a) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such similarly identified purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes provided that at the time of such distribution, the proposed recipient (or recipients) is (are) exempt from federal income tax under Section 501(a) of the Code as an organization (or organizations) described in Section 501(c)(3) of the Code and also is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE X

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of such Director's 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 derived an improper personal benefit. If the Act is amended after approval of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Act, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

ARTICLE XI

Amendment

The Articles of Incorporation of the Corporation may be amended by the Board of Directors upon receiving the affirmative vote of at least sixty-six percent (66%) of the Directors then in office at any regular or special meeting of the Board of Directors or the unanimous written consent of all of the Directors then serving on the Board of Directors.

[Signature page follows]

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation effective as of December 2023, 14



James P. Rayome

I, James P. Rayome, consent to serve as the registered agent on behalf of the Corporation.



James P. Rayome

12.14.2023

[insert Date]

THIS INSTRUMENT PREPARED BY:



James P. Rayome
530 South Jackson Street
ACB, Administrative Offices
Louisville, KY 40202