

**ARTICLES OF INCORPORATION
OF
KENTUCKY PACE ASSOCIATION INC.**

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Michael G. Adams
Kentucky Secretary of State
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The undersigned incorporator, Lisa English Hinkle, executes these Articles of Incorporation (the "Articles") for the purpose of forming and does hereby form a not-for-profit corporation under the laws of the Commonwealth of Kentucky pursuant to Kentucky Revised Statutes ("KRS") Chapter 273.161 et seq. with all the rights, privileges, and immunities of a corporation organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) (the "Code") in accordance with the following provisions:

ARTICLE I
NAME

The name of the not-for-profit corporation is KENTUCKY PACE ASSOCIATION INC. (the "Corporation"). In ordinary usage, the name may be abbreviated as KY Pace Association.

ARTICLE II
DURATION

The Corporation shall have perpetual duration.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office and agent of the Corporation in the Commonwealth of Kentucky is:

MMLK, INC.
201 East Main Street, Suite 900
Lexington, Kentucky 40507

ARTICLE IV
PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is:

1733 Harrodsburg Road
Lexington, Kentucky 40504

ARTICLE V

PURPOSE

The purpose of the corporation shall be to promote the common interests of its Members and support their provision of services through a Pace program of all-inclusive care that provides comprehensive health care and other services for the chronically ill, frail, elderly or other individuals that may benefit from the provision of a program of all-inclusive services that enhances quality of life, individual autonomy, dignity and respect of individuals, preserves the family, and enables frail and older adults to live in the community as long as medically and socially feasible. The Corporation shall promote and assist its members by serving as an accurate and timely source of information and technical support; providing leadership in the development and provision of innovative high-quality services; providing an influential and respected voice with the executive, legislative and judicial branches of government; developing strong networks among members and other organizations; and supporting the provision and development of PACE services and programs in the Commonwealth of Kentucky. The Corporation is organized exclusively for the above purposes and shall conform to the Internal Revenue Service guidelines for exempt organizations under Section 501 (c) 6 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator is Lisa English Hinkle, McBrayer PLLC, 201 East Main Street, Suite 900, Lexington, Kentucky 40507.

ARTICLE VII

MEMBERS

The Corporation shall have members ("Members"). The Corporation shall have one or more classes of voting Members whose qualifications and other rights are set forth in the Bylaws of the Corporation (the "Bylaws"). The founding Members of the organization include Hospice of the Bluegrass, Inc., a Kentucky nonprofit corporation, d/b/a Bluegrass Care Navigators; American Health Management, Inc., a Kentucky corporation, d/b/a Horizon Home Care; and Hosparus, Inc., a Kentucky nonprofit corporation, d/b/a Hosparus Health.

ARTICLE VIII

DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors, the exact number, the voting rights, and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first annual election of Directors or until their successors are elected and qualify as provided in the Bylaws. The names and mailing addresses of the initial Directors are:

Elizabeth Fowler
CEO of Bluegrass Care Navigators
1733 Harrodsburg Road
Lexington, Kentucky 40504

Kelly Upchurch
CEO of American Health Management, Inc.
P.O. Box 135
Albany, Kentucky 42602

David Cook
CEO of Hosparus Health, Inc.
6200 Dutchmans Lane
Louisville, Kentucky 40205

ARTICLE IX

BYLAWS

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws. The Board of Directors is empowered to enact, amend, alter, or repeal Bylaws for the administration of the Corporation.

ARTICLE X

INDEMNITY

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Further provisions for indemnification of officers and directors may be specified in the Bylaws.

ARTICLE XI

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 taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Articles shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

DISSOLUTION

Dissolution of the Corporation shall be accomplished in accordance with KRS Chapter 273 or its successor.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation or to such organization or organizations organized and operated exclusively for exempt purposes under Section 501(c)(6) of the Code as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such to such organization or organizations organized and operated exclusively for exempt purposes under Section 501(c)(6) of the Code.

24 **SIGNED AND ACKNOWLEDGED** by the Incorporator at Lexington, Kentucky, this day of March, 2023.


Lisa English Hinkle, Incorporator

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 271B, the undersigned hereby consents to serve as the initial registered agent of the Corporation until such time as such appointment is terminated or the initial registered agent resigns.

MMLK, INC.

BY: 

ITS: Member / SH

DATE: March 24, 2023

THIS INSTRUMENT PREPARED BY:

MCBRAYER PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507
(859) 231-8780

By:


LISA ENGLISH HINKLE

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