



**FOURTH AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF UNIVERSITY HEALTH CARE, INC.**

Pursuant to the provisions of KRS 273.263 and KRS 273.273, the undersigned, Michael G. Adams, Secretary of State of University Health Care, Inc. (the "Corporation"), hereby executes these Fourth Amended and Restated Articles of Incorporation of the Corporation.

Amendments to the Corporation's Third Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation (there being no members of the Corporation) by unanimous written consent, in lieu of a meeting and as required by law, on September 28<sup>th</sup>, 2023.

The Corporation's Articles of Incorporation as so amended, which supersede the original Articles of Incorporation and all amendments thereto and restatements thereof, are hereby restated in their entirety, as follows:

**ARTICLE I**  
**Name of Corporation**

The name of the corporation is University Health Care, Inc. (the "Corporation").

**ARTICLE II**  
**Purposes and Powers**

Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of ARTICLE II of these Articles of Incorporation.

The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As particular purposes in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (a) of this ARTICLE II, to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, religious, or educational enterprises, activities and institutions as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors consistent with the purposes stated above, provided however, that any such enterprise, activity or project does not cause the Corporation to cease to be an exempt organization under section 501(c)(3) of the Code.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(i) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any individual, firm, corporation, or other entity may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To become a shareholder or equity interest owner of any for-profit corporation, limited liability company or other entity organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state, provided however, that such investment does not cause the Corporation to cease to be an exempt organization under section 501(c)(3) of the Code;

(ix) To enter into a partnership agreement, joint venture agreement, or any other contract or business arrangement or affiliation with any other nonstock or nonprofit corporation or any for-profit corporation, limited liability company or other entity organized under the laws of any state, provided however, that such agreement, contract, arrangement or affiliation does not cause the Corporation to cease to be an exempt organization under section 501(c)(3) of the Code;

(x) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(xi) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, if, at any time, the Corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

### **ARTICLE III**

#### **Duration**

The Corporation shall have perpetual duration.

### **ARTICLE IV**

#### **Members**

The Corporation shall have no corporate members.

### **ARTICLE V**

#### **Board of Directors**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

The Board of Directors shall consist of such number of individuals as may be fixed in the Bylaws; provided, however, that the Board of Directors shall not, in any event, consist of fewer than three (3) individuals.

The term of office of each director shall be as provided by the Bylaws. Each director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

Directors may be removed from office during their term of office as provided in the Bylaws.

The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Bylaws.

The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, except as otherwise specifically provided herein or in the Bylaws, be such as are usually incident to similar Boards of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors, upon such committees, or upon such officers by law, or by amendment to the Articles of Incorporation or Bylaws, or by appropriate corporate resolution.

#### **ARTICLE VI** **Principal Office**

The address of the principal office of the Corporation is c/o Wyatt Tarrant & Combs, LLP, 400 West Market Street, Suite 2000, Louisville, Kentucky 40202.

#### **ARTICLE VII** **Distribution of Assets Upon Dissolution**

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed as follows: (i) 15.4% to University of Louisville Physicians, Inc.; (ii) 10.4% to Louisville/Jefferson County Primary Care Association, Inc.; (iii) 12.86% to Norton Healthcare, Inc.; (iv) 48.48% to University Medical Center, Inc.; and (v) 12.86% to Jewish Heritage Fund for Excellence, Inc., each of which is a Kentucky nonprofit corporation that has been qualified as a tax-exempt organization under section 501(c)(3) of the Code (collectively the "Recipient Organizations"), which Recipient Organizations are and shall be corporations, societies or organizations, organized under the laws of any State and exempt from income tax under section 501(c)(3) of the Code or as described in section 170(c)(1) of the Code, pursuant to a plan of distribution adopted as provided by law;

Other assets, if any, shall be transferred or conveyed to (i) the Recipient Organizations, (ii) one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Code, (iii) the Federal government, or (iv) a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

Any assets not disposed of pursuant to the provisions of ARTICLE VII set forth hereinabove shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

## **ARTICLE VIII**

### **Indemnification of Directors and Officers**

To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation shall indemnify each director, officer or member of a committee of the Corporation (each, an “Indemnatee”) against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a “Liability”), incurred by such Indemnatee in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Indemnatee is, or is threatened to be made, a party because such Indemnatee is or was a director, officer or member of a committee of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, member of a committee, or partner, of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. An Indemnatee shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such Indemnatee to the Corporation also impose duties on or otherwise involve services by such Indemnatee to the plan or to participants in or beneficiaries of the plan.

To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation shall pay or reimburse expenses (including, but not limited to, attorneys fees) incurred by an Indemnatee who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE VIII with respect to any Indemnatee shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation (i) not be deemed exclusive of other rights, if any, to which such Indemnatee seeking such indemnification or advancement may be entitled under any Bylaw, agreement, action of disinterested directors, or otherwise, as to any action by such Indemnatee in the official capacity of such Indemnatee or as to any action of such Indemnatee in any other capacity, (ii) continue to a person or organization, as the case may be, who has ceased to be a director, officer or member of a committee of the Corporation, and (iii) inure to the benefit of the successors, heirs, executors, and administrators of such person or organization.

To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual or organization who is or was a director, officer or member of a committee of the Corporation, or who, while a director, officer or member of a committee of the Corporation, is or was

serving at the request of the Corporation as a member, director, officer, member of a committee, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer or member of a committee in that capacity or arising from such director, officer or member of a committee's status as a director, officer or member of a committee whether or not the Corporation would have power to indemnify such director, officer or member of a committee against the same Liability under the provisions of this ARTICLE VIII.

Any repeal or modification of this ARTICLE VIII by the Board of Directors shall not adversely affect any right or protection of a Recipient Organization, director, officer or member of a committee of the Corporation under this ARTICLE VIII with respect to any act or omission occurring prior to the time of such repeal or modification.

#### **ARTICLE IX**

##### **Elimination of Certain Liability of Directors**

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law; or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE IX shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

#### **ARTICLE X**

##### **Private Property of Incorporator and Directors**

None of the private property of any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

#### **ARTICLE XI**

##### **Severability of Provisions**

Except as may conflict with the provisions of ARTICLE II of these Articles of Incorporation, if any provision of these Articles of Incorporation or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and, to this end, the provisions of these Articles of Incorporation are severable.

#### **ARTICLE XII**

##### **Amendments**

The Corporation's Articles of Incorporation may be amended upon the adoption of a resolution by the Corporation's Board of Directors setting forth the amendment.

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UNIVERSITY HEALTH CARE, INC.

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*William B. Wagner*  
By: 619A1BF4FBFD446...  
William B. Wagner, Chair  
Date: September 28, 2023

THIS INSTRUMENT PREPARED BY:

DocuSigned by:  
*Michael Fine*  
88C930C6795743A...  
Michael N. Fine  
WYATT, TARRANT & COMBS, LLP  
400 West Market Street, Suite 2000  
Louisville, Kentucky 40202  
(502) 562-7111

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