

REVIEWED 11/07/2023
 BY: Holly Ross
 KENTUCKY DEPARTMENT OF
 FINANCIAL INSTITUTIONS

ARTICLES OF INCORPORATION OF

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ADD
Michael G. Adams
Kentucky Secretary of State
 Received and Filed:
 11/7/2023 8:50 AM
 Fee Receipt: \$8.00

HOLISTIC ALTERNATIVE RECOVERY TRUST, INC.

A Kentucky Non-Stock, Nonprofit Corporation

These Articles of Incorporation of a Nonprofit Corporation are submitted for filing for the purpose of creating and incorporating a nonprofit corporation pursuant to the Kentucky Revised Statutes Chapters 273 ("KRS Chapter 273") and 14A.

ARTICLE I

The name of the nonprofit is Holistic Alternative Recovery Trust, Inc. (the "Corporation").

ARTICLE II

Section 2.01 The Corporation is organized to study plant-based nutraceutical compounds, to educate the public on these compounds, and to advocate for their regulation, not for profit, but as a social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, ("IRC"), or a corresponding section of any future tax code. The Corporation may receive gifts, contributions and grants of money or property from individuals, private organizations, public sources and any agency of local, state or federal government.

Section 2.02 The Corporation may exercise any and all powers possessed by nonstock, nonprofit corporations formed under KRS Chapter 273, but the Corporation shall not engage in activities which are impermissible for a corporation exempt from federal income tax under IRC § 501(c)(4).

Section 2.03 The Corporation shall have no capital stock and no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, or officers or other individual.

Section 2.04 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC § 501(c)(4).

ARTICLE III

The initial street address of the Corporation is 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202. The initial mailing address of the Corporation is Lexington Financial Center, 250 West Main, Suite 2800, Lexington, Kentucky 40507-1749.

ARTICLE IV

The name and street address of the Corporation's initial agent for service of process is FBT LLC located at 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202.

ARTICLE V

Section 5.01 The number of directors (“Directors”) will be as set forth in the Bylaws. The initial number of Directors is three (3) and their names and mailing addresses are set forth below:

Name	Address
Rahul Kapur, M.D.	2750 Clay Edwards Dr, Ste 200A North Kansas City, MO 64116
Paul T. Sudhakar	1620 Beacon Place, Oxnard, CA 93033
Philip Gao	2029 Becker Drive, Ste 235 Lawrence, KS 66047

Section 5.02 The duly elected Directors shall conduct the affairs of the Corporation. The Directors may elect an Executive Committee to conduct day-to-day business in accordance with its bylaws.

Section 5.03 Any Director may be removed from the Board of Directors, with or without cause, by the affirmative vote of a majority of the Directors. Any Director who resigns or is removed from the Board of Directors may be replaced with a new Director elected as provided in the Bylaws, or if not addressed in the Bylaws, by the affirmative vote of a majority of the Directors. Directors may be added to the Board of Directors as provided for in the Bylaws, or if not addressed in the Bylaws, by the affirmative vote of a majority of the Directors.

Section 5.04 The Board of Directors will adopt Bylaws consistent with the provisions of these Articles of Incorporation or with the laws of the Commonwealth of Kentucky. The Corporation's initial Bylaws shall be effective upon the unanimous vote during the first organizational meeting of the Board of Directors. Amendments to the Corporation's initial Bylaws shall be approved as provided for in the Bylaws.

ARTICLE VI

Section 6.01 The Corporation shall have members. The Corporation’s Bylaws shall set forth the manner of appointment, the qualifications, and the voting rights, if any, of the members.

ARTICLE VII

Section 7.01 To the extent permitted by IRC 501(c)(4) and other federal and slate laws pertaining to tax exempt organizations, no current or former director, officer, employee, attorney

or agent of the Corporation shall be personally liable as such on the Corporation's obligations or to the Corporation for monetary damages for breach of his duties on the Corporation's behalf except for liability for (a) any transaction in which the individual's personal financial interest is in conflict with the financial interests of the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the individual to be a violation of law, or (c) any transaction from which the individual derives an improper personal benefit. If KRS Chapter 273 is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of such individuals, then the liability of such individuals shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by KRS Chapter 273, as so amended, without the necessity for further action by the Board of Directors. Any repeal of this Article 7 shall not adversely affect any right of a current or former director, officer, employee, attorney, or agent hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7.02 To the extent permitted by IRC 501(c)(4) and other federal and state laws pertaining to tax exempt organizations, each person who is or was a director, officer, employee, agent or attorney (each, an "Indemnified Person" and collectively, the "Indemnified Persons") of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as an Indemnified Person of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such Indemnified Person, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such Indemnified Person in such Indemnified Person's capacity as a director, officer, employee, attorney or agent, or arising out of such Indemnified Person's status as a director, officer, employee, agent or attorney, provided, however, no such Indemnified Person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such Indemnified Person shall have been adjudged liable on the basis that personal benefit was improperly received by such Indemnified Person or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article 7 shall not affect any rights or obligations then existing. If any indemnification payment required by this Article 6 is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the Indemnified Person may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such Indemnified Person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such Indemnified Person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the KRS Chapter 273 or under this Article 7, but it shall not be obligated to do so. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this Article 7 or any portion thereof shall be invalidated on any ground by any court of competent

jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

ARTICLE VIII

The name and address of the incorporator is: Jonathan Miller, 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202.

ARTICLE IX

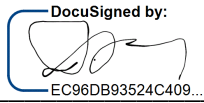
Upon the Corporation's dissolution, or if the Corporation's work should be abandoned, all title to all of the Corporation's property remaining after the Corporation's obligations have been paid or adequately provided for shall be distributed as the Directors may determine for one or more exempt purposes within the meaning of Section 501(c)(4) or 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county where the Corporation's principal office is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

Amendments to these Articles of Incorporation shall be approved by the vote of a majority of the Board of Directors or unanimous written consent.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation as of this 1st day of November, 2023:

DocuSigned by:

EC96DB93524C409...

Jonathan Miller, Incorporator



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

Division of Business Filings

P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Statement of Consent of Registered Agent
(Domestic or Foreign Business Entity)

CRA

Pursuant to the provisions of KRS 14A and KRS Chapter 271B, 273, 274, 275, 362 or 386, the undersigned applicant consents to act as registered agent on behalf of the business entity named below and, for that purpose, submits the following statements:

1. The business entity is ☒ a corporation (KRS 271B, KRS 273 or KRS 274)
☐ a limited liability company (KRS 275)
☐ a limited partnership (KRS 362)
☐ a limited liability partnership (KRS 362)
☐ a business trust (KRS 386)
2. The name of the business entity is Holistic Alternative Recovery Trust, Inc.
3. The state or country of incorporation, organization or formation is Kentucky
4. The name of the initial registered agent is FBT LLC
5. The street address of the registered office address in Kentucky is:
400 West Market Street, 32nd Floor Louisville Kentucky 40202
Street Address (No Post Office Box Number) City State Zip Code

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.



Gwendolyn C. Sutton
Printed Name

Manager
Title