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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF HOSPICE OF THE BLUEGRASS INC.**

The name of the corporation filing these amended and restated articles of incorporation with the Secretary of State of the Commonwealth of Kentucky is Hospice of the Bluegrass, Inc.

The Articles of Incorporation of Hospice of the Bluegrass Inc., as amended and restated, shall be as follows:

**ARTICLE 1  
NAME OF CORPORATION**

The name of the corporation is Hospice of the Bluegrass, Inc. (the "**Corporation**").

**ARTICLE 2  
PURPOSE AND POWERS**

(1) **Corporate Purpose:** The purpose of the Corporation shall be to provide a coordinated program of palliative and supportive care, services, and supplies and care transitions for dying persons and their families through an inter-disciplinary team of paid and volunteer professionals and laypersons; to study and improve techniques and systems for providing such care; and to provide appropriate clinical training opportunities. Further, the Corporation is organized to engage in, carry out and conduct the business of addressing the physical, emotional, spiritual and social needs of patients with life threatening or progressive diseases and their loved ones, and to provide an environment for the consideration of the best ways of caring for the dying as sensitive and sensible human beings. The Corporation is organized exclusively for charitable, religious, educational and scientific 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 of 1986, as amended ("Code") or corresponding sections of any future tax code. Accordingly, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 herein. 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. The Corporation shall not carry on any other activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(2) **Corporate Powers:** Notwithstanding the foregoing, to advance the Corporation's purposes and subject to this Article 2, the Corporation shall have all such

powers as are available to corporations formed under the Act, including without limitation, the power to accept any conveyance of any interest in real or personal property to further the foregoing purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed by corporations by Chapter 273 of the Kentucky Revised Statutes.

(3) Notwithstanding any other provision of these Amended and Restated 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 holding as defined in section 4943(c) of the Code;

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

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

### **ARTICLE 3** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 1733 Harrodsburg Road, Lexington KY 40504. The name of the Corporation's registered agent at the address is Elizabeth D. Fowler.

### **ARTICLE 4** **PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is 1733 Harrodsburg Road, Lexington KY 40504.

**ARTICLE 5**  
**MEMBERSHIP**

(1) The Corporation shall have one (1) member, which shall be Everent Health, Inc., a Kentucky nonprofit corporation (the "Member") established under KRS Chapter 273 (the "Act").

(2) Pursuant to the Act and subject to its limitations and those of any other applicable law or regulation, the Member shall have such powers and voting rights as are set forth in the Corporation's bylaws.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

Except as otherwise provided in these Articles of Incorporation or the Bylaws, the affairs of the Corporation shall be managed and conducted by a board of directors. The board of directors shall consist of such number of individuals as may be fixed, from time to time, in the Corporation's bylaws; provided, however, that the board of directors shall not, in any event, consist of fewer than three (3) individuals.

The appointment and approval of directors shall be as prescribed by the bylaws. Directors may make and adopt bylaws that are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation or the laws of the Commonwealth of Kentucky.

**ARTICLE 7**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, after paying all liabilities and obligations of the Corporation, assets shall be distributed as the Board of Directors of the Corporation, in its discretion, shall determine to: (a) such organization(s) that are organized and operated exclusively for charitable, religious, scientific or educational purposes and are then qualified as organization(s) exempt from Federal income tax under Section 501(c)(3) of the Code, and provide services in Fayette County, Kentucky and/or contiguous counties; or (b) the Member, or its successor in interest, if then in existence and if qualified as an organization exempt from Federal income tax under the provisions of Section 501(c)(3) of the Code, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 8**  
**LIMITATION OF LIABILITY; INDEMNIFICATION**

(1) No director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of his or her duties as a director, except for liability (i) for any transaction in which the 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 the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

(2) Any repeal or modification of this Article 8 shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

(3) The Corporation shall, to the fullest extent permitted by Kentucky law, indemnify any member, director, or officer of the Corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the Corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a member, director, officer, employee or agent of the Corporation or, at the Corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.


(4) The indemnification authorized by this Article 8 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the bylaws of the Corporation, agreement, or resolution of disinterested directors or otherwise. The Corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the Corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article 8.

These Amended and Restated Articles of Incorporation: (i) correctly set forth the provisions of the Articles of Incorporation as heretofore amended; (ii) have been duly adopted as required by law; and (iii) supersede the original Articles of Incorporation and all prior amendments thereto.

The above Amended and Restated Articles of Incorporation of this Corporation were adopted by the Board of Directors effective as of the 1<sup>st</sup> day of April 2025. The undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer, who declares under penalty of perjury under the laws of Kentucky that the foregoing is true and correct.

Effective as this 1<sup>st</sup> day of April, 2025. at 12:01 am.

HOSPICE OF THE BLUEGRASS, INC.

By:   
Name Printed: MARK DAY  
Title: BOARD CHAIR