

**1290497.09**tsemones  
ADD**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
6/26/2023 11:23 AM  
Fee Receipt: \$8.00

# ARTICLES OF INCORPORATION

## OF

### KENTUCKIANS FOR PATIENT ACCESS, INC.

#### A Kentucky Non-Stock, Non-Profit Corporation

These Articles of Incorporation of Kentuckians for Patient Access, Inc. (the "Corporation") correctly set forth the provisions of the Articles of Incorporation of the Corporation, have been duly adopted as required by the Kentucky Nonprofit Corporation Act (or any successor codification of the law governing Kentucky non-stock, non-profit corporation).

#### Article 1

The name of the Corporation is Kentuckians for Patient Access, Inc. and shall be of perpetual duration.

#### Article 2

2.1 The Corporation is organized to operate exclusively for social welfare purposes by working to improve patient access and healthcare quality in the Commonwealth of Kentucky. The Corporation shall be conducted as a not-for-profit social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended ("IRC"), or any corresponding section of any future tax code, and under Chapter 273 of the Kentucky Revised Statutes ("KRS Chapter 273").

The Corporation may engage in any and all lawful activities incident to, and in furtherance of the foregoing purpose. In addition, the Corporation will exercise any and all powers possessed by nonstock, nonprofit corporations formed under KRS Chapter 273, but it shall not have the primary purpose of participating in or intervening in political campaigns on behalf of or in opposition to any candidate for public office to the extent which would disqualify it from maintaining exemption under the IRC.

2.2 The Corporation shall be permitted to accept and receive property of any and all kinds for such purpose by gift, devise, trust agreement, bequest, or otherwise, and to maintain, expend, contribute, disperse, and to otherwise handle and dispose of the same for such purpose. In carrying out its corporate purposes, the Corporation shall have those powers specifically conferred upon nonprofit corporations by Kentucky law.

2.3 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.

2.4 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 3**

The street address of the Corporation's principal office is 1305 Clinton, Suite 210, Nashville, Tennessee 37203.

### **Article 4**

4.1 The number of directors constituting the initial Board of Directors is three (3). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Address
Sessions Cox	1305 Clinton, Suite 210, Nashville, Tennessee 37203
Kara Owen	1305 Clinton, Suite 210, Nashville, Tennessee 37203
Josh Thomas	1305 Clinton, Suite 210 Nashville, Tennessee 37203

4.2 The property, business and affairs of the Corporation shall be controlled and managed by the duly elected Board of Directors. The number of members of the Board of Directors, the manner in which and the terms for which they are elected shall be as provided in the Bylaws, but in no event shall the number of members of the Board of Directors be less than three (3).

4.3 The Board of Directors will adopt Bylaws consistent with the provisions of these Articles of Incorporation and with the laws of the Commonwealth of Kentucky.

### **Article 5**

The Corporation shall have no members.

### **Article 6**

6.1 Except as otherwise provided by Kentucky law, no officer, director, agent or employee of the Corporation shall be personally liable for the debts, obligations, or liabilities of the Corporation, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other officer, director, agent or employee of the Corporation.

6.2 Each person who is or was an officer, director, agent or employee of the Corporation shall be indemnified by the Corporation to the full extent against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, penalties and amounts paid or to be paid in settlement) incurred by such person in their capacity as an officer, director, agent or employee provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law.

#### **Article 7**

The name and address of the Registered Agent is Kristen Webb, 2801 Juniper Hill Court, Louisville, Kentucky 40206.

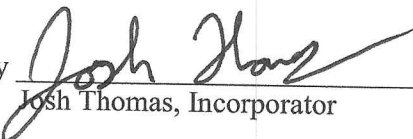
#### **Article 8**

Upon the dissolution of the Corporation, any remaining net assets of the Corporation shall be conveyed to such organization(s) as shall be selected by the Board of Directors; provided, however, that any such recipient organization shall qualify as an exempt organization under IRC §§ 501(c)(6), 501(c)(4) or 501(c)(3).

#### **Article 9**

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

Executed by the Incorporator on June 23, 2023.

By  \_\_\_\_\_  
Josh Thomas, Incorporator

### Consent of Registered Agent

The undersigned, having been named in the Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

By   
Kristen Webb (Jun 23, 2023 15:44 EDT)