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Alison Lundergan Grimes
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**ARTICLES OF INCORPORATION
OF
LOUISVILLE HEALTHCARE CEO COUNCIL, INC.**

The undersigned Incorporator, Rick Remmers, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for purposes consistent with Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Louisville Healthcare CEO Council, Inc. (the “Corporation”).

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, including the restrictions on those powers, are as follows:

(a) The Corporation is organized exclusively to engage in the promotion of social welfare within the meaning of Section 501(c)(4) of the Code. The primary purpose for which the Corporation is organized is to bring together Louisville healthcare organizations and their leaders, and other supportive constituencies, groups and individuals, in order to form a powerful voice to help transform Louisville’s health economy. Among other things, the Corporation will support and promote the City’s reputation as a wellness and optimal aging center, and support and advance the activities that give rise to such status.

(b) In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the “Act”), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), and (c) of this Article II; and

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(4) of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

WT&C Corporate Services, Inc.
500 W. Jefferson St., Suite 2800
Louisville, KY 40202

ARTICLE IV

Mailing Address

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

500 West Main Street
Louisville, KY 40202
c/o Rick Remmers

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than twenty-one (21) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of the following named individuals:

Ben Breier
600 South Fourth Street
Louisville, Kentucky 40202

Phil Marshall
3532 Ephraim McDowell Drive
Louisville, Kentucky 40205

Bruce Broussard
500 West Main Street
Louisville, Kentucky 40202

Joe Steier
12201 Bluegrass Parkway
Louisville, Kentucky 40299

Randall Bufford
303 North Hurstbourne Parkway
Louisville, Kentucky 40222

Mark Vogt
1031 Zorn Avenue, Suite 400
Louisville, Kentucky 40207

Mark Carter
5100 Commerce Crossings Drive
Louisville, Kentucky 40229

Greg Weishar
1901 Campus Drive
Louisville, Kentucky 40299

Russell F. Cox
4967 U.S. HWY 42
Louisville, Kentucky 40222

Kennan Wethington
13550 Triton Park Blvd.
Louisville, Kentucky 40223

Each Director shall continue (and may be removed) as Director as provided in the Bylaws.

ARTICLE VII

Members

The Corporation shall have such members, with such rights and obligations as are set forth in the Corporation's Bylaws. Unless otherwise agreed by that member in writing, no member shall be liable for the debts or obligations of the Corporation.

ARTICLE VIII

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE IX

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after payment or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to such organization(s) as shall at the time qualify as exempt under Code Sections 501(c)(3) or 501(c)(4) and have purposes similar or

complementary to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 X

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

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

ARTICLE XI

Amendment of Articles

These Articles may be amended only as provided in the Corporation's Bylaws.


ARTICLE XII

Incorporator

The name and address of the Incorporator is:

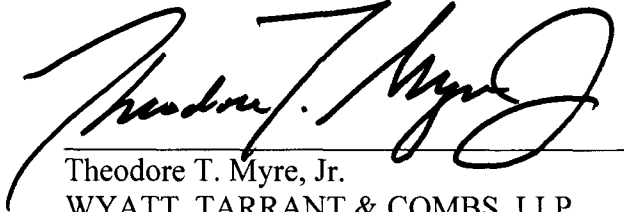
Rick Remmers
500 West Main Street
Louisville, KY 40202

Signed by the Incorporator at Louisville, Kentucky, effective this 12th day of October,
2017.



Rick Remmers

THIS INSTRUMENT PREPARED BY:



Theodore T. Myre, Jr.
WYATT, TARRANT & COMBS, LLP
500 West Jefferson Street
Suite 2800
Louisville, KY 40202-2898

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A.4-010, the undersigned as the initial registered agent of the Louisville Healthcare CEO Council, Inc., hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporations Act.

By:  _____
WT&C Corporate Services, Inc

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