

ARTICLES OF INCORPORATION
OF
KENTUCKY HEALTH COLLABORATIVE, INC.

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Allison Lundergan Grimes Kentucky Secretary of State Received and Filed: 1/10/2012 3:48 PM Fee Receipt: \$8.00	

The undersigned, acting as Incorporators of a corporation under the Kentucky Revised Statute Chapter 273: Nonstock, Nonprofit Corporations, adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of this Corporation shall be: Kentucky Health Collaborative, Inc.

ARTICLE II: PERIOD OF DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III: PURPOSES

This Corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code (the "Code"), including, for such purposes, the following:

1. Reduce unnecessary duplication of services, technology and facilities by coordinating the delivery of healthcare services on a cost-effective basis;
2. Facilitate a community-focused comprehensive delivery system located throughout Kentucky and adjacent states, to respond to the changing healthcare environment and to meet future healthcare needs of the population in the region;
3. Expand access to healthcare to those individuals unable to obtain adequate healthcare due to inability to pay and to those areas that are underserved in Kentucky and surrounding states;
4. Increase the general quality of healthcare in Kentucky and surrounding states;
5. From time to time construct, own, lease, manage, operate, provide and maintain care facilities, clinics, infirmaries, and other establishments and programs providing care, surgery, treatment and services to all areas of the community, the sick, the aged, the disabled and infirm;
6. To provide counseling, patient education, self care and home health services for the sick, aged, disabled and infirm;

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6. To provide counseling, patient education, self care and home health services for the sick, aged, disabled and infirm;

7. To carry on any educational activities related to rendering care to the sick, injured and aged, or to the promotion of health, that in the opinion of the Board of Directors may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;

8. To promote and carry on scientific research related to the care of the sick and injured;

9. To participate in any activity designed and carried on to promote the general health of historically underserved areas in the community;

10. To participate in joint or coordinated planning, service, development, management and operations and endeavors, experimental or otherwise, with other health care providers in order to lower costs and increase quality and accessibility of necessary health care services, and to engage in other operations, services or functions in health care and health care planning;

11. To operate programs and offer goods and services (management or otherwise), and related activities, in furtherance of health care or health education, either directly or indirectly;

12. To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests; and to provide grants, loans, scholarships and donations in furtherance of the aforementioned charitable projects and purposes, and to advance the quality and availability of health care services;

13. To make its programs, services and facilities available to those in need without regard to race, sexual orientation, color, religion, sex or national origin;

14. To organize, as an incorporator, or to cause to be organized under the laws of the Commonwealth of Kentucky or of any other state of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting or promoting any business or purpose for which corporations may be organized, whether for pecuniary profit or otherwise, and to dissolve, windup, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, or wound up, liquidated, merged or consolidated;

15. To acquire and hold any interest in, and to act as a voting member, shareholder, partner, trustee, or joint venturer of any corporation, partnership, trust, joint venture or other entity now existing or hereafter organized; and

16. To engage in, carry out and perform activities of a charitable, eleemosynary, educational and scientific nature.

ARTICLE IV: POWERS

1. This Corporation is subject to the express limitation that it shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in §501(c)(3) of the Code, or (b) as a corporation contributions to which are deductible under §170(c)(2) of the Code; otherwise, it shall have and possess all powers and rights conferred upon corporations by the Kentucky Revised Statute Chapter 273: Nonstock, Nonprofit Corporations, and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Kentucky, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article III herein.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article III hereof.

3. 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 or in opposition to any candidate for public office.

ARTICLE V: MEMBERS

There shall be two voting members of this Corporation, and they shall be Norton Healthcare, Inc. and University of Kentucky, a governmental entity organized under Chapter 164 of the Kentucky Revised Statutes. The two voting members shall be designated as the "Corporate Members." The Corporate Members shall have the right to approve all amendments to the Articles of Incorporation and to the Bylaws of the Corporation, to approve any dissolution, consolidation or merger of the Corporation, and such other rights and powers as are specified in these Articles of Incorporation or in the Bylaws of the Corporation.

ARTICLE VI: BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors of not fewer than eight (8) nor more than twelve (12) Directors. The names, addresses and terms of the initial Directors are as follows:

Norton Healthcare, Inc.
234 East Gray Street, Suite 225
Louisville, Kentucky 40202-1903

		<u>Term</u>
1.	Stephen A. Williams President and Chief Executive Officer	3 years
2.	Russell F. Cox Executive Vice President and Chief Operating Officer	3 years
3.	Michael W. Gough System Senior Vice President and Chief Financial Officer	3 years
4.	Donald H. Robinson Trustee Norton Healthcare, Inc., Board of Trustees	3 years

University of Kentucky
Third Floor, Wethington Building
Lexington, Kentucky 40536-0200

		<u>Term</u>
1.	Michael Karpf, M.D. Executive Vice President for Health Affairs	3 years
2.	Richard P. Lofgren, M.D. Vice President for Health Care Operations and Chief Clinical Officer	3 years
3.	Sergio Melgar Sr. Vice President for Health Affairs and Chief Financial Officer	3 years
4.	Oliver Keith Gannon, Ph.D. Trustee University of Kentucky, Board of Trustees	3 years

The initial Directors shall serve for their respective terms indicated above and until their respective successors are elected and qualified. The Board of Directors shall consist of an equal number of members elected by Norton Healthcare, Inc. and the University of Kentucky. The qualifications of members of the Board, their manner of selection and term of office shall be determined by the Bylaws. The Corporation shall be under the complete control of the Board of Directors, which shall be responsible for the administration and disposition of all of its real and personal property in accordance with the purposes for which the Corporation has been organized and in accordance with any terms and conditions of any gift, grant, devise or bequest under which the corporation may have received certain property.

ARTICLE VII: BYLAWS

Initial Bylaws of the Corporation shall be adopted by the Board of Directors and shall become effective upon approval of the Corporate Members.

ARTICLE VIII: REGISTERED AGENT

The address of the initial registered office of the Corporation is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of the initial registered agent at such address is CT Corporation System.

ARTICLE IX: PRINCIPAL OFFICE

The mailing address of the Corporation's principal office shall be 306 West Main Street, Suite 512, Frankfort, Kentucky 40601.

ARTICLE X: DISSOLUTION

Upon the dissolution of the Corporation, any assets remaining after the payment of all debts, claims and obligations shall be distributed equally between Norton Healthcare, Inc. and University of Kentucky, or their successors, if tax-exempt under §501(c)(3) or §115 of the Code. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of §501(c)(3) or §115 of the Code, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Each director, officer, employee or agent of the Corporation (or the heirs or legal representatives of such person(s)), whether or not then a director, officer, employee, or agent, shall be indemnified by the Corporation against any and all costs and expenses and attorney fees reasonably incurred by or imposed upon him or her in connection with or resulting from any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative in which he or she may become involved, as a party or otherwise by reason of his or her being or at any time having been a director, officer, employee, or agent of the Corporation, whether or not he or she continues to be such at the time such liability or expense is incurred. Such rights to indemnification shall include all judgments, fines, and reasonable amounts paid and expenses incurred in defending, settling, compromising, or otherwise adjusting any such action, suit, or proceeding for the purpose of avoiding further costs of litigation; provided, however, such rights to indemnification for the person claiming such right shall not exist if the conduct of the person claiming the right to be indemnified is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or involving willful misconduct. In the event there is a final adjudication that the person claiming the rights to

indemnification was not entitled to be indemnified by the Corporation by reason of the foregoing, the person claiming such rights shall reimburse the Corporation for all costs and expenses and attorney fees reasonably paid by the Corporation in indemnifying the person claiming such rights pursuant to this Section 1 of this Article X.

2. In the event any director, officer, employee, or agent of the Corporation (or the heirs or legal representative of such person(s) is required to bring an action to enforce any of his or her rights or to collect monies due under this provision and is successful in such action, the Corporation shall be obligated to reimburse the person claiming the rights to indemnification for his or her reasonable attorney fees and costs and expenses in bringing such action.

3. The rights of indemnification provided in this Article X shall be in addition to any other rights to which any person (or the heirs or legal representative(s) of such person(s)) referred to in Section 1 of this Article X may otherwise be entitled as a matter of law, by agreement, or under the Bylaws of the Corporation, and such rights of indemnification shall continue for and inure to the benefit of and be enforceable by any person who has ceased to be a director, officer, employee, or agent of the Corporation.

4. Nothing contained in this Article X shall be construed to permit or require indemnification of any individual not permitted by Kentucky law.

ARTICLE XII: AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds (2/3) vote of the directors then in office subject to the Corporate Members' approval and provided that written notice of the proposed amendment be given to the directors at least seven (7) days prior to the date of such meeting.

ARTICLE XIII: GENDER

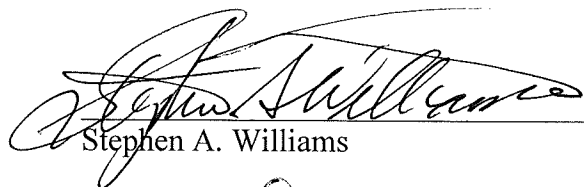
All pronouns shall be deemed to refer to the masculine, feminine, singular, and plural, as the identity of the person or persons may require.

ARTICLE XIV: NAME AND ADDRESS OF INCORPORATORS

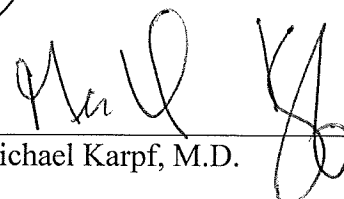
The names and addresses of the Incorporators of this Corporation are:

1. Stephen A. Williams, President and Chief Executive Officer
Norton Healthcare, Inc.
234 East Gray Street, Suite 225
Louisville, Kentucky 40202-1903
2. Michael Karpf, M.D., Executive Vice President for Health Affairs
University of Kentucky
Third Floor, Wethington Building
Lexington, Kentucky 40536-0200

IN WITNESS WHEREOF, we, the Incorporators of this Corporation, have set out hands and executed these Articles of Incorporation on the 30th day of November, 2011.



Stephen A. Williams

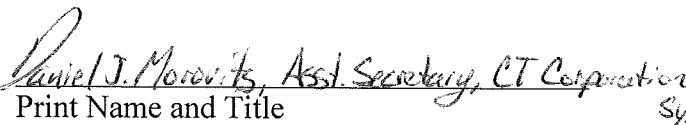


Michael Karpf, M.D.

CT Corporation System, consent to serve as the registered agent on behalf of the Corporation.



Signature of Registered Agent



Daniel J. Moravitz, Asst. Secretary, CT Corporation System
Print Name and Title

12/1/2011

Date