

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HYPERBARIC OXYGEN TREATMENT FOR KENTUCKY VETERANS,
INC. (HBOT4KYVETS)**

The Incorporator does hereby form a corporation under the Kentucky Nonprofit Corporation Act, and sign these Articles of Incorporation for the purpose of forming a non-stock corporation under and pursuant to the laws of the Commonwealth of Kentucky, and more particular Chapter 273 of the Kentucky Revised Statues, and hereby certifies as follows:

Article 1

1.1 Name. The Corporation's name shall be Hyperbaric Oxygen Treatment for Kentucky Veterans, Inc. the acronym being HBOT4KYVETS.

1.2 Duration. The Corporation duration shall be perpetual, subject to it being dissolved in a manner prescribed by law. HBOT4KYVETS, Inc. was officially organized on May 19, 2018.

1.3 Definitions. As used in these Articles of Incorporation, the following terms shall have the following meanings:

- (A) HBOT4KYVETS, Inc.: shall mean Hyperbaric Oxygen Treatment for Kentucky Veterans, Inc.
- (B) HBOT4KYVETS.COM: shall mean Web Site location for Hyperbaric Oxygen Treatment for Kentucky Veterans, Inc.
- (C) Directors: shall mean and refer to those persons entitled to serve as Director for

HBOT4KYVETS, Inc. as provided for in the BY-LAWS.

Article 2

2.1 Purposes: The Corporation is organized and shall be operated exclusively:

- (a) for charitable purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding future federal tax law, the "Code"
- (b) To transact any lawful business for which the corporation may be organized under the Kentucky Nonprofit Corporation Act (the "Act"), Chapter 273 of the Kentucky Revised statutes; and
- (c) To exercise any powers that corporations may exercise under the Act

2.2 Corporate Purpose: The organization is organized for the purpose of and without being limited to, the following:

- (a) To educate and inform in all media forms, engage in research, promote discussion and debate in public and private forums, seek and provide funding, coordinate treatments by medical professionals through medical facilities and or clinics, on matters relating to hyperbaric oxygen treatment for veterans suffering from Traumatic Brain Injury (TBI) and Post Traumatic Stress Disorder (PTSD).
- (b) To assist other veteran advocates and organizations, charitable, educational, civic, scientific, social welfare, governmental and corporate organizations with similar purposes in the conduct of similar activities; and
- (c) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted by the Act.

Article 3

3.1 Corporate Powers: In carrying out the corporate purposes described in these Articles, the Corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273. 171 (or corresponding provision of any later State statute) except as follows and as otherwise stated in these Articles:

(a) No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Code or other similar provisions permitting such activity by an exempt organization under Section 501 (c) (3) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, except as authorized under the Code.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation:

- (1) Exempt from federal income tax under Section 501 (c) (3) of the Code, or corresponding section of any future Code;
- (2) Contributions to which are deductible under Section 170 (c) (2) of the Code, or corresponding section of any future code; or
- (3) Organized under Chapter 273 of the Kentucky Revised Statutes.

3.2 Powers. In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall the powers to:

- (A) Exercise and enforce any right or privilege assigned to it under the BY-LAWS and Articles of Incorporation governing Hyperbaric Oxygen Treatment for Kentucky Veterans;
- (B) Assess, collect and distribute donations and funds collected for the treatment of TBI/PTSD veterans as the Directors deem necessary and appropriate

Article 4

4.1 Prohibited or Restricted Activities. As a non-profit, there are certain activities that Directors, officers, employees, Board members and or key management employees are prohibited or restricted from that include but are not limited to the following:

- (A) Refrain from participating in the political campaigns of candidates for local, state or federal office;
- (B) Ensure that its assets and earnings don't unjustly enrich Board members, officers, key management employees or other insiders;
- (C) Do not further non-exempt purposes such as purposes that benefit private interests more than insubstantially;
- (D) Do not operate for the primary purpose of conducting a business that is not related to its exempt purpose (s);
- (E) Do not engage in activities that are illegal or violate fundamental public privacy;
- (F) Restrict its legislative activities, a substantial part of its activities should not be attempting to influence legislation. The organization will file IRS Form 5768 to have

its organizations legislative activities measured solely by an expenditure limit.

Article 5

5.1 Public Inspection of Records. The following records will be open for public inspection if and when requested under the requirements stated in IRS Form 1023. They include the following documents:

- (A) Our completed Form 1023 and any support documents;
- (B) All correspondences between HBOT4KYVETS and the IRS and Form 2848;
- (C) The IRS approval letter for non-profit exemption status;
- (D) Annual information returns (Forms 990, 990-EZ, or 990-PF);
- (E) Schedule A included with Forms 990 or 990-EZ;
- (F) Schedule B included with Forms 990 or 990-EZ except the names and addresses of contributors and any other identifying information about contributors;
- (G) Documents available for public inspection will be made available through the organization website located at WWW.HBOT4KYVETS.COM. The organization is required to post notice of the website address and where the documents can be located on the site. We are not required to provide copies from the site.

5.2 Information Not Available for Public Inspection. The following items are not open for public inspection and include:

- (A) Any information relating to trade secret, patent, style of work, or apparatus that, if released, would adversely affect the organization (must be approved in advance);
- (B) Any information that would adversely affect national defense (must be approved in

advance);

- (C) User fee check
- (D) Contributors' names and addresses and identifying information about contributors included with Forms 990 or 990-EZ and the Schedule B filed with these forms;
- (E) Form 990-T, Exempt Organization Business Income Tax Return;
- (F) Any other information the organization deems "NOT SUBJECT TO PUBLIC INSPECTION" must be identified and submitted with the IRS Form 1023 and approved in advance.

Article 6.

6.1 Internal Affairs. The provisions for the regulation of the internal affairs of the

Corporation, including provisions for the distribution of assets on dissolution or final liquidation, or for providing treatment services to veterans, are:

- (A) The Corporation shall consist of a Board of Directors each of whom will carry a single vote on matters concerning the Corporation;
- (B) Distribution of funds for treatments will be through the corporation bank checks and each check shall be signed by no less than two Directors;
- (C) Checking accounts will be balanced monthly and all funds accounted for to ensure accuracy of records;
- (D) Incoming funds and donations will be deposited into the Corporation bank account upon receipt. A quarterly statement of funds received shall be provided through the bank statements;

- (E) A seamless donation process will be assessed, such as PayPal, whereas donations can be deposited directly into the Corporation's financial account;
- (F) A bi-annual and annual financial report will be generated to reflect on revenue and expenses incurred during the calendar reporting period;
- (G) All Directors will receive and review copies of the financial reports.

Article 7

7.1 Dissolution of the Corporation.

- (A) If the Corporation dissolves or otherwise terminates, no part of its property or any proceeds from the sale of its property shall be distributed to or inure to the benefit of any of its directors or officers. Instead, once the Corporation's valid obligations have been discharged, any remaining property or proceeds shall be distributed to one or more organizations qualified as an exempt organization under Section 501 (c) (3) the Code, or any corresponding section of any future code, organized for one or more purposes, consistent with those for which this corporation was formed, and in a manner in accordance with the Act.
- (B) If dissolution of the Corporation occurs, certain grants and or donations may have been received that the organization wants to return to the donor. These donors shall meet the requirements as specified in 7.1 (A) above, and shall have first rights for re-distribution of funds donated by their organization to HBOT4KYVETS, Inc.
- (C) If soliciting and attaining public funds from other states, the organization will register with those states in order to obtain exemption from state taxes. This will be

coordinated through the National Association of State Charity Officials (NASCO)
located at www.nasconet.org.

Article 8

8.1 BY-LAWS. The initial BY-LAWS shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the BY-LAWS. The authority to make, amend, and repeal BY-LAWS is vested in the Board.

8.2 Committees. The Board may, by resolution passed by a majority of the Board, designate one or more committees, each comprising two or more Directors. To the extent provided in the BY-LAWS or a resolution designating such committee, and to the extent permitted by the Act, such committees shall have and may exercise all the authority of the Board.

8.3 Action by Board Without a Meeting. Any action required or permitted to be taken by the Board at a meeting of Directors may be taken without a meeting if such action is approved by its unanimous written consent.

8.4 Removal. Any Director may be removed either with or without cause pursuant to BY-LAWS provisions regarding grounds and procedures for such removal.

Article 9

9.1 Director Liability. A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such Director's duties as a Director, provided that this provision shall not eliminate or limit the liability of a Director for the following:

- (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 of 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, derived an improper personal benefit.
- (D) If the Kentucky Revised Statues 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 Statues, as so amended.
- (E) Any repeal or modification of this article shall not adversely affect any right or protection of a Director or the Corporation existing at the time of such repeal or modification.
- (F) The Directors, officers, and employees of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

Article 10

10.1 Amendments. Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263 (or corresponding provision of any later state statute)

Article 11

11.1 Severability. If any provision in these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does

not affect other provision or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

Article 12

12.1 Office and Agent. The address of the Corporation's initial registered agent shall be

3317 Halls Hill Road, Crestwood, KY 40014 and the name of its initial Registered Agent shall be Mrs. Eunice Ray.

12.2 Principal Office. The principal address of the Corporation shall be 9462 Brownsboro Road #217, Louisville, KY 40241.

12.3 Board of Directors. The number of Directors constituting the Corporation's initial Board of Directors shall be four, and the names and addresses of the persons who are to serve as initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Eunice Ray	3317 Halls Hill Road Crestwood, KY 40014
Emily Sears	3317 Halls Hill Road Crestwood, KY 40014
Eric Koleda	10901 Pebble Creek Drive Louisville, KY 40241
Dr. Linda Jeffrey	604 Marengo Drive Louisville, KY 40243

Additional Directors may be added as the Board deems necessary and appropriate to

accommodate the Corporation's growth and need.

12.4 The Corporation's Board of Directors. May change the registered office, registered agent or principal place of business by resolution.

Article 13

13.1 Incorporation. The name and address of the sole incorporator is Eunice Ray

IN WITNESS WHERE OF, the incorporator's signature on these Articles of Incorporation this

1st day of April, 2020

Eric Koleda

Print Name

The undersigned, Name does state hereby that he/she is the initial registered agent of Hyperbaric Oxygen Treatment for Kentucky Veterans, Inc., and that by his signature hereto does indicate his consent to serve in that capacity and he shall continue to serve until his resignation or removal

Date: April 1, 2020


Signature