

FCR 3

Office of the President
September 18, 2001

Members, Board of Trustees:

UNIVERSITY OF KENTUCKY EYE FOUNDATION, INC.

Recommendation: that the Board of Trustees approve the incorporation of the University of Kentucky Eye Foundation under the Articles of Incorporation attached hereto.

Background: The University of Kentucky Eye Foundation is incorporated as a non-profit corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes for the purposes of supporting the education, research and care programs of the Department of Ophthalmology and the College of Medicine for the benefit of the people of the Commonwealth of Kentucky. The Eye Foundation will solicit and receive gifts, bequests and devises for the support of eye care, research and education. The Foundation will assist in raising funds to be used to construct an eye institute facility and other facilities to support eye care, research and education. The Foundation will build an endowment fund and other funds from which will be disbursed such monies as its Board of Directors determines are necessary and appropriate to support the aforementioned purposes of the Foundation.

Action taken: Approved Disapproved Other _____

**ARTICLES OF INCORPORATION
OF
UNIVERSITY OF KENTUCKY EYE FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS THAT:

We, James W. Holsinger, Jr., M.D., Ph.D.; Emery A. Wilson, M.D.; Richard P. Mills, M.D., M.P.H.; William N. Offutt, M.D.; Micheal B. Minix, Sr., M.D.; and John W. Collins, M.D. the undersigned, acting as incorporators of a non-profit corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be the University of Kentucky Eye Foundation, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual unless terminated pursuant to law.

ARTICLE III

The corporation is organized to support excellence in eye care, research, and education for the people of the Commonwealth of Kentucky. To that end, the purposes of the corporation shall include, but not be limited to, the following:

(1) To solicit and receive gifts, bequests, and devises of things of value and accept the same (subject to such conditions and trusts as may be imposed thereon) for the support of eye care, research, and education.

(2) To build an endowment fund and such other funds as may be desirable; and further, to advise as to the creative management of said funds; and further, to disburse therefrom, from time to time, such monies as may be determined by the hereinafter named Board of

Directors, all in accordance with the limitations of any gifts, bequests, or devises which may come to the corporation.

(3) To assist in raising and holding the funds necessary to construct an eye institute facility or other facilities deemed necessary and appropriate for the support of eye care, research, and education.

(4) To foster and support educational, research, and clinical activities in, but not limited to, the following areas: prevention, causes, diagnosis, and treatment of eye diseases and related disorders.

(5) To conduct any and all activities related or appurtenant to the above purposes through any and all necessary means within the lawful provisions of the Kentucky Revised Statutes.

(6) To support the education, scientific, and care programs of the Department of Ophthalmology and the College of Medicine.

ARTICLE IV

1) The University of Kentucky shall serve as the fiscal agent for the corporation and, as such, receive and hold in an agency account all monies received by and on behalf of the corporation and expend therefrom such monies as may be authorized by the corporation.

ARTICLE V

The corporation shall have all powers granted by the laws of the Commonwealth of Kentucky so long as such powers are consistent with the qualifying provisions of Section 501 (c) (3) of the Internal Revenue Code for such corporations.

ARTICLE VI

In the event of dissolution of the corporation, the assets of the corporation shall be distributed to the University of Kentucky College of Medicine for the support of eye care, research, and education, to be held and administered in accordance with any restrictions, conditions, or limitations imposed thereon; provided, however, if the University of Kentucky at the time of dissolution is not qualified, not in existence, or unwilling or unable to accept said assets, then the assets shall go to the Commonwealth of Kentucky for exclusively public purposes.

ARTICLE VII

The address of the initial registered and principal office of the corporation is: Dean's Office, MN-150, University of Kentucky Chandler Medical Center, Lexington, Kentucky, 40536-0298 and the name of its initial registered agent is: Emery A. Wilson, M.D., whose address is Dean's Office, MN 150, University of Kentucky Chandler Medical Center, Lexington, Kentucky, 40536-0298.

ARTICLE VIII

The affairs of the corporation shall be regulated, managed, controlled, and conducted by a Board of Directors appointed by the President of the University. The number of Directors shall be specified in the By-Laws. Members shall include the Chancellor of the Chandler Medical Center, University of Kentucky; the Dean of the College of Medicine, University of Kentucky, the Chair of the Department of Ophthalmology, University of Kentucky, and at least three ophthalmologists in private practice in the Commonwealth of Kentucky. The remaining members of the Board of Directors shall be appointed from the public at large.

The terms of the members of the Board of Directors shall be as stated in the By-Laws of the corporation.

ARTICLE IX

The number of directors constituting the initial board shall be six and the names and addresses of the initial directors who are to serve until their successors are duly appointed and qualified are: James W. Holsinger Jr., M.D., Ph.D., A301 Kentucky Clinic, University of Kentucky, Lexington, Kentucky 40536-0284; Emery A. Wilson, M.D., Dean's Office, MN-150 University of Kentucky Chandler Medical Center, Lexington, Kentucky, 40536-0298; Richard P. Mills, M.D., Ph.D., Department of Ophthalmology, E-310 Kentucky Clinic, Lexington, Kentucky 40536-0284; William N. Offutt, IV, M.D., 1140 Lexington Rd., Georgetown, Kentucky 40324; Micheal B. Minix, Sr., M.D., P.O. Box 910725, Lexington, Kentucky 40591, and John W Collins, M.D., 100 N. Eagle Creek Drive, Lexington, KY 40509.

ARTICLE X

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such other officers (and assistant officers) as may be deemed necessary by the Board of Directors and specified in the By-Laws. The officers shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the By-Laws. Any two of the offices of vice-president, secretary, and treasurer may be combined in one person. The officers of the corporation may be designated by such additional titles as may be provided in the By-Laws.

ARTICLE XI

The names and addresses of the incorporators are: James W. Holsinger, Jr., M.D., Ph.D., A301 Kentucky Clinic, University of Kentucky, Lexington, Kentucky 40536-0284; Emery A.

Wilson, M.D., Dean's Office, MN-150 University of Kentucky Chandler Medical Center, Lexington, Kentucky, 40536-0298; Richard P. Mills, M.D., Department of Ophthalmology, E-310 Kentucky Clinic, Lexington, Kentucky 40536-0284; William N. Offutt, IV, M.D., 1140 Lexington Rd., Georgetown, Kentucky 40324; Micheal B. Minix, Sr., M.D., P.O. Box 910725, Lexington, Kentucky 40591, and John W. Collins, M.D., 100 N. Eagle Creek Drive, Lexington, KY 40509.

ARTICLE XII

No part of the funds or assets of the corporation shall inure to the benefit of, or be distributable to, officers or directors of the corporation, or other private persons. Officers, directors or other private persons may be reimbursed for actual expenses incurred on behalf of the corporation. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Directors, officers and members of the corporation shall not be liable for any act performed by them during the course of service for and on behalf of the corporation provided that liability shall not be limited or eliminated:

(1) For any transaction in which the director's, officer's or member's personal financial interest is in conflict with the financial interests of the corporation;

(2) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director, officer, or member to be a violation of law; or

(3) For any transaction from which the director, officer or member derived an improper personal benefit.

ARTICLE XIV

These Articles of Incorporation shall be amended by the adoption of an amendment at a meeting of the Board of Directors upon receiving the vote of two-thirds (2/3) of the directors in office and approval of the Board of Trustees of the University of Kentucky.

IN TESTIMONY WHEREOF, the undersigned have hereunto subscribed their hands this the 12th day of July, 2001.

Richard P. Mills, M.D., M.P.H.

James W. Holsinger, Jr., M.D, Ph.D.

Emery A. Wilson, M.D.

William N. Offutt, IV, M.D.

Micheal B. Minix, Sr., M.D.

John W. Collins, M.D.

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by Richard P. Mills, M.D., M.P.H., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by James W. Holsinger, Jr., M.D., Ph.D., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by Emery A. Wilson, M.D., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by William N. Offutt, IV, M.D., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by Micheal B. Minix, Sr., M.D., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY

STATE OF KENTUCKY

COUNTY OF FAYETTE

The foregoing Articles of Incorporation of the University of Kentucky Eye Foundation, Inc., were acknowledged before me by John W. Collins, M.D., on this the 12th day of July, 2001.

My commission expires: August 28, 2004

Linda M. Asher, Notary Public
State at Large

Lexington, KY