

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Frontier Nursing University, Inc.
2. It is incorporated under the laws of Kentucky
3. The date of its incorporation is December 18, 1986
4. The address of its principal office is 195 School Street, Hyden, KY 41749
5. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, not P.O. Box) Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is Universal Registered Agents, Inc. (Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: Frontier Nursing University is a private, non-profit, non-residential graduate school of nursing offering community-based, distance education programs to residents in Rhode Island.

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7. The names and respective addresses of its directors and officers are:


	<u>Name</u>	<u>Address</u>
Director	<b>Wallace Campbell</b>	<b>1308 Vineyard Court, Berea, KY 40403</b>
Director	<b>Nancy Hines</b>	<b>PO Box 1196, Shepherdsville, KY 40165</b>
Director	<b>Michael Rust</b>	<b>937 Woodland Heights Drive, Louisville, KY 40245</b>
President	<b>Susan Stone</b>	<b>195 School Street, Hyden, KY 41749</b>
Vice President	<b>Michael Steinmetz</b>	<b>170 Prosperous Place, Lexington, KY 40509</b>
Treasurer	<b>John Foley</b>	<b>1716 Moreland Drive, Lexington, KY 40502</b>
Secretary	<u>Wallace Campbell</u>	<b>3809 Kanawha Street, NW, Washington, D.C. 20015</b>


8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/19/16

Frontier Nursing University, Inc.  
 Print Exact Name of Corporation Making Application

  
 Signature of  President or  Vice President (check one)

  
 Signature of  Secretary or  Assistant Secretary (check one)

7. The names and respective addresses of its directors and officers are:

	Name	Address
Director	Michael Carter	389 Belmont Acres Circle, Tumbfing Shoals, AR 72661
Director	Nancy Hines	PO Box 1196, Shepherdsville, KY 40165
Director	Michael Rust	937 Woodland Heights Drive, Louisville, KY 40245
President	Susan Stone	195 School Street, Hyden, KY 41749
Vice President	Michael Steinmetz	170 Prosperous Place, Lexington, KY 40509
Treasurer	John Foley	1716 Moreland Drive, Lexington, KY 40502
Secretary	Wallace Campbell	1308 Vineyard Court, Berea, KY 40403

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 13, 2017

Trainer Nursing University, Inc.  
Print Exact Name of Corporation Making Application

[Signature]  
Signature of  President or  Vice President (check one)

Wallace Campbell  
Signature of  Secretary or  Assistant Secretary (check one)

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Existence**

Authentication number: 184105

Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**FRONTIER NURSING UNIVERSITY, INC.**

is a corporation duly incorporated and existing under KRS Chapter 14A and KRS Chapter 273, whose date of incorporation is December 18, 1986 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 19<sup>th</sup> day of December, 2016, in the 225<sup>th</sup> year of the Commonwealth.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
184105/0223223



**Alison Lundergan Grimes  
Secretary of State**

**Certificate**

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

FRONTIER NURSING HEALTH AND EDUCATION, INC. FILED DECEMBER 18, 1986;

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION FILED MAY 1, 1989;

ARTICLES OF AMENDMENT OF FRONTIER NURSING HEALTH AND EDUCATION, INC. CHANGING NAME TO FRONTIER SCHOOL OF MIDWIFERY AND FAMILY NURSING, INC. FILED SEPTEMBER 20, 1993;

ARTICLES OF AMENDMENT FILED FEBRUARY 2, 2011;

ARTICLES OF AMENDMENT OF FRONTIER SCHOOL OF MIDWIFERY AND FAMILY NURSING, INC. CHANGING NAME TO FRONTIER NURSING UNIVERSITY, INC. FILED JUNE 7, 2011 EFFECTIVE JULY 1, 2011.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 22nd day of December, 2016.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky

kfarris/0223223 - Certificate ID: 184282

223223

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

**DREXELL R. DAVIS**  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

*I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, certify that there has been delivered to my office articles of incorporation of*

FRONTIER NURSING HEALTH AND EDUCATION, INC.

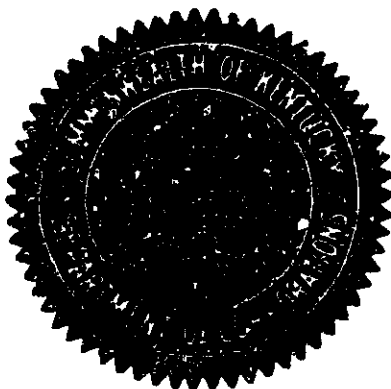
*The name and address of the registered agent of this corporation is*

JOHN L. GILMAN, JR.  
NAME

WENDOVER ROAD  
STREET ADDRESS

WENDOVER, KY. 41775  
CITY, STATE

*NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, DREXELL R. DAVIS, Secretary of State, issue this Certificate of Incorporation.*



*Issued this 18th day of DECEMBER, 19 86, at Frankfort, Kentucky.*

*Drexell R. Davis*  
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

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SECRETARY OF STATE OF KENTUCKY

TRANSPORT, KENTUCKY

*fwf*  
DEC 18 1986

*A.B. Co.*  
*Dwight R. Davis*

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FRONTIER NURSING HEALTH AND EDUCATION, INC.

I

NAME

463338

1.1 The Corporation's name shall be Frontier Nursing Health and Education, Inc. ✓

II

DURATION, PRINCIPAL OFFICE, REGISTERED AGENT,  
REGISTERED OFFICE

2.1 The duration of the Corporation shall be perpetual. ✓  
The principal and registered office of the Corporation shall be Wendover Road, Wendover, Kentucky 41775, and the name of its initial registered agent at that address shall be John L. Gilman, Jr. ✓

III

PURPOSES AND POWERS

3.1 The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c) (3) of the Internal Revenue Code of 1954 (the "Code") and the Kentucky Nonprofit Corporation Act. The Corporation shall carry out its purposes as an organization described in Section 501(c)(3) of the Code. It is further intended that notwithstanding any other provisions of these Articles, the Corporation is prohibited from engaging in any activity that would prevent it from being treated as an organization described in Section 501(c)(3) of the Code. ✓

3.2 Additionally, the Corporation is formed to promote public health and social welfare and to exercise all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act which are not inconsistent with the Corporation's qualification under Section 501(c)(3) of the Code.

3.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or employee of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes. 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 publishing or distributing 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### IV

#### MEMBERS, BOARD OF DIRECTORS

4.1 The sole member of the Corporation shall be FNS, Inc.



4.2 The initial Board of Directors shall consist of three (3) members, whose names and addresses appear below:

Kate Ireland  
Wendover Road  
Wendover, Kentucky 41775

Kenneth J. Tuggle  
1600 Citizens Plaza  
Louisville, Kentucky 40202

David M. Hatfield  
Hospital Drive  
Hyden, Kentucky 41749

V

#### DISSOLUTION

5.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

VI

#### INCORPORATOR

6.1 The name and address of the incorporator are Kate Ireland, Wendover Road, Wendover, Kentucky 41775.

Kate Ireland  
Kate Ireland

STATE OF KENTUCKY     )  
                                  :  
COUNTY OF LESLIE     )

Acknowledged before me by Kate Ireland on December  
16, 1986.

Margaret H. Morgan  
NOTARY PUBLIC

My Commission Expires: March 24, 1989

Prepared By:

Frederic H. Davis  
BROWN, TODD & HEYBURN  
1600 Citizens Plaza  
Louisville, Kentucky 40202

Frederic H. Davis

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SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

DEC 18 1986

CONSENT TO USE OF NAME

*Duffell R. Davis*  
SECRETARY OF STATE

The Frontier Nursing Service, Incorporated, a Kentucky non-profit corporation, consents to the use of the corporate name of Frontier Nursing Health and Education, Inc. by a proposed Kentucky non-profit corporation in accordance with KRS 273.177(2).

463338

Dates: December 18, 1986

FRONTIER NURSING SERVICE, INCORPORATED

BY *Kate Ireland*  
Kate Ireland, National Chairman

STATE OF KENTUCKY )  
                          )  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 18th day of December, 1986, by Kate Ireland, National Chairman of Frontier Nursing Service, Incorporated, on behalf of the corporation.

*Sandra C. Brown*  
Notary Public, State at Large

Commission expires: 11/17/88

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SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

DEC 18 1986

*Dwight R. Dean*

SECRETARY OF STATE

CONSENT TO USE OF NAME

The Frontier Nursing Service Foundation, Inc., a Kentucky non-profit corporation, consents to the use of the corporate name of Frontier Nursing Health and Education, Inc., by a proposed Kentucky non-profit corporation in accordance with KRS 273.177(2).

463338

Dated: December 18, 1986

FRONTIER NURSING SERVICE FOUNDATION,  
INC.

BY *Kate Ireland*  
Kate Ireland, National Chairman

STATE OF KENTUCKY    )  
                                  )  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 18th day of December, 1986, by Kate Ireland, National Chairman of Frontier Nursing Service Foundation, Inc., on behalf of the corporation.

*Andrea C. Brown*  
Notary Public, State at Large

Commission Expires: 11/17/88

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BY BERNARD R. HENDERSON  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY  
(Signature)

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

559874

OF

FRONTIER NURSING HEALTH AND EDUCATION, INC. *223223 plat*

1. The Corporation's name is Frontier Nursing Health and Education, Inc.

2. Article IV, Section 4.1 of the Corporation's articles of incorporation is amended to read in its entirety as follows:

4.1 FNS, Inc. shall be the sole initial member of the Corporation. Additional members may be elected at any meeting of members upon the vote of not less than two-thirds of the existing members, but only if the Corporation has first obtained a ruling from the Internal Revenue Service that the election of the additional member or members will not jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code or under any corresponding provision of any successor codification of the federal tax laws. Membership in the Corporation shall not be assignable by any member, nor shall membership in the Corporation pass to any personal representative, heir, or legatee. A member's membership in the Corporation shall cease upon:

(a) that member's death or resignation; or

(b) the adoption at any meeting of members of a resolution canceling that member's membership, as long as not less than ten days' notice of the intent to present the resolution to the meeting for action has first been given to all of the existing members either personally or by mailing to the last address of each member appearing in the records of the Corporation, and as long as the resolution receives the affirmative vote

of at least two-thirds of the existing members.

3. The Corporation's articles of incorporation are amended to add a new Article VII, which shall read in its entirety as follows:

#### VII

##### LIMITATION OF DIRECTOR LIABILITY

7.1 Except as otherwise provided by Article 7.2 below, no Director of the Corporation shall be personally liable for monetary damages for breach of his or her duties as a Director.

7.2 Nothing in the preceding Article 7.1 shall eliminate or limit the liability of a Director for:

(a) Any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) 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) Any transaction from which the Director derived an improper personal benefit.

4. The amendments set forth above were adopted by the written consent of the Corporation's sole member on April 30, 1989.

Dated April 30, 1989.

FRONTIER NURSING HEALTH AND  
EDUCATION, INC.

  
\_\_\_\_\_  
David M. Hatfield

223223-1  
320471-

FRONTIER NURSING HEALTH AND EDUCATION, INC.

Articles of Amendment #229223-  
gnd.

These are Articles of Amendment to the Articles of Incorporation of Frontier Nursing Health and Education, Inc. (the "Corporation"), a Kentucky non-profit corporation formed under KRS Chapter 273.

1. The name of the Corporation is Frontier Nursing Health and Education, Inc.

2. Article I of the Corporation's Articles of Incorporation is amended such that, as amended, it reads in its entirety as follows:

I. The name of the corporation is Frontier School of Midwifery and Family Nursing, Inc.

3. The Corporation's sole member adopted the amendment set forth above by its written action dated April 10, 1993.

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SECRETARY  
FRONTIER NURSING HEALTH AND EDUCATION, INC.  
*[Signature]*

*[Signature]*  
William W. Hall, Jr., Treasurer

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Elaine N. Walker, Secretary of State

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Fee Receipt: \$8.00

**FRONTIER SCHOOL OF MIDWIFERY AND FAMILY NURSING**

**ARTICLES OF AMENDMENT**

These are Articles of Amendment to the Articles of Incorporation of Frontier School of Midwifery and Family Nursing, Inc., a Kentucky not-for-profit corporation (the "Corporation").

1. The name of the Corporation is Frontier School of Midwifery and Family Nursing, Inc.

2. Article 4.1 of the Corporation's Articles of Incorporation is amended so that, as amended, it reads in its entirety as follows:

4.1 The Corporation shall have no members and the affairs of the Corporation shall be managed by a Board of Directors to be constituted as set forth in the Corporation's Bylaws as in effect from time to time.

3. The Corporation has one member. The date of the meeting of the sole member at which the Amendment set forth above was adopted was October 23, 2010. At that meeting, a quorum of members was present and approval of the Amendment set forth above received at least two-thirds of the votes of members present at the meeting.

  
Michael Steinmetz, Chief Financial Officer



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AMD

Elaine N. Walker, Secretary of State  
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**FRONTIER SCHOOL OF MIDWIFERY AND FAMILY NURSING**

**ARTICLES OF AMENDMENT**

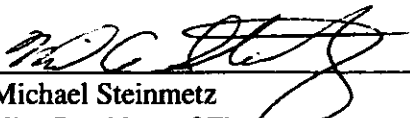
These are Articles of Amendment to the Articles of Incorporation of Frontier School of Midwifery and Family Nursing, Inc., a Kentucky not-for-profit corporation (the "Corporation").

1. The name of the Corporation is Frontier School of Midwifery and Family Nursing, Inc.

2. Article I of the Corporation's Articles of Incorporation is amended so that, as amended, it reads in its entirety as follows:

I. Effective July 1, 2011 the name of the corporation is Frontier Nursing University, Inc.

3. The Corporation has no members, it is managed by a Board of Directors. The date of the meeting of the Board of Directors at which the Amendment set forth above was adopted was February 4, 2011. At that meeting, a quorum of members was present and approval of the Amendment set forth above received at least two-thirds of the votes of members present at the meeting.

  
\_\_\_\_\_  
Michael Steinmetz  
Vice President of Finance



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea  
*Secretary of State*

