

**One Cross Medical Clinic
Board Of Directors
And Officers**

Board Members:

Kimberly R. McKenna

Sarah E. Lyons

Shaina Seaborne

Officers:

Kimberly R. McKenna.....President

Sarah E. Lyons.....Secretary

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
ONE CROSS COMMUNITY, INC.

May 1, 2017

The undersigned, being the directors named in the Articles of Incorporation for One Cross Community, Inc., a Kentucky Nonprofit Corporation (the "Corporation"), hereby, pursuant to the provisions of the Kentucky Revised Statutes, consents to and approves the following resolutions and each and every action effected thereby:

Articles of Incorporation.

RESOLVED, that the Articles of Incorporation that was submitted to, and reviewed by, the Board of Directors of the Corporation and that was filed in the office of the Secretary of State of the State of Kentucky on May 1, 2017, is approved, accepted, ratified, and adopted as the Corporation's Articles of Incorporation.

FURTHER RESOLVED, that the Secretary of the Corporation is directed to insert the Articles of Incorporation issued by the Secretary of State of the State of Kentucky in the minute book of the Corporation.

Bylaws.

RESOLVED, that the Bylaws for the regulation and management of the affairs of the Corporation that were submitted to, and reviewed by, the Board of Directors of the Corporation are approved and adopted and as the Bylaws of the Corporation, and the Secretary of the Corporation is directed to insert a copy of the Bylaws in the minute book of the Corporation.

Minute Book.

RESOLVED, that (a) the minute book presented to the Board of Directors of the Corporation is approved and adopted, and the action of the Secretary in inserting in it the Articles of Incorporation and the Bylaws is ratified and approved, and (b) the Secretary is hereby directed to authenticate the minute book, to retain custody of it, and to insert therein minutes of any meeting and of other proceedings (or written waivers and consents to any director action) of the directors of the Corporation and other appropriate records of the Corporation.

Corporate Seal.

RESOLVED, that the corporate seal, an impression of which appears on the margin of this Consent, is hereby approved and adopted as the form of seal of the Corporation, provided that the use of such seal shall not be required upon, and shall not affect the validity of, any instrument issued or executed by the Corporation.

Number of Directors.

RESOLVED, that until further action by the Board of Directors of the Corporation, three (3) directors shall constitute the entire Board of Directors of the Corporation.

Election of Officers.

RESOLVED, that the following individuals are elected to the offices of the Corporation set forth opposite their names, to serve as such until such officers' successor is elected or appointed and qualified or, if earlier, until such officer's death, resignation, or removal from office:

Kimberly R. McKenna President

Sarah E. Lyons Secretary

Compensation of Officers.

RESOLVED, that until further action by the Board of Directors of the Corporation, the officers of the Corporation shall serve as such without salary or other compensation.

Banking and Borrowing.

RESOLVED, that the Corporation establish such banking arrangements as from time to time become necessary, desirable or appropriate, including arrangements with respect to establishing and maintaining checking accounts and with respect to borrowing funds, and that the signatures of all directors of the Corporation at the bottom of the form of certificate of resolution(s) customarily required by any such banking institution authorizing such arrangements shall constitute and be construed as a unanimous written consent to the adoption of such resolution(s) by the Board of Directors of the Corporation under the provisions of the Texas Business Organizations Code, and that the Secretary of the Corporation is hereby authorized to certify to such resolution(s) so signed by all directors of the Corporation in such form as said banking institution may customarily require, and such resolution(s) so certified shall be deemed to be copied in the minute book as if set forth therein in full.

FURTHER RESOLVED, that the President and any other officer of the Corporation acting jointly are hereby authorized to borrow, from time to time, in the name of and on behalf of the Corporation, such funds in such amounts from such persons or lending institutions as they, in their discretion, deem in the best interest of the Corporation.

FURTHER RESOLVED, that the signatures of all directors of the Corporation at the bottom of the form of certificate of resolution(s) customarily required by any such lenders authorizing such borrowing shall constitute and be construed as a unanimous written consent to the adoption of such resolution(s) by the Board of Directors of the Corporation under the provisions of the Texas Business Organizations Code and that the Secretary of the Corporation is hereby authorized to certify to such resolution(s) so signed by all directors of the Corporation in such form as said lender



PROVISIONAL LICENSE

Commonwealth of Kentucky

Cabinet for Health and Family Services

certifies that

is authorized to operate

located at **101 Winston Way, Suite B**
Campbellsville, KY 42718

Pending License Number 740412

Pursuant to KRS Chapter 216B and the regulations promulgated thereunder, effective July 27, 2017, this provisional license is valid unless action is taken by the Cabinet for failure to meet applicable standards and requirements. This provisional license is not transferable and is limited to the above location and for the services indicated below.

Special Health Clinic

Counselling Center

Robert S. Silverthorn
Robert S. Silverthorn, Jr.
Inspector General

Kentucky
THE BOURBON STATE

The Ministry is formed for any lawful purpose or purposes not expressly prohibited under the KRS § 273.167 and the KRS § 273.171, as amended. The Ministry is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Ministry's purposes also include the limited participation of the Ministry in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Ministry are:

ARTICLE 4 PURPOSES

The Ministry shall continue in perpetuity, notwithstanding subsequent action by the Board of Directors.

ARTICLE 3 DURATION

The Ministry is a religious nonprofit corporation organized under the KRS and shall have all of the powers, duties, authorities, and responsibilities as provided herein. Notwithstanding the foregoing, the Ministry shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax laws (the "Internal Revenue Code of 1986").

In any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(e)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue law or regulations, the Ministry shall provide its officers, directors, employees, agents, and volunteers with a copy of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue law or regulations.

NONPROFIT CORPORATION ARTICLE 2

The filing entity being formed is a religious nonprofit corporation. The name of the Ministry is One Cross Community, Inc. The principal office of the Ministry is 101 Weston Way Suite E, Campbellsville, KY 42718.

NAME AND PRINCIPAL OFFICE ARTICLE 1

I, the undersigned natural person over the age of eighteen (18), acting as an organizer, adopt the following Articles of Incorporation of One Cross Community, Inc. (the "Ministry") under Title XXIII (Private Corporations and Associations), Chapter 273 (Nonstock, Nonprofit Corporations), Sections 273.161 through Sections 273.390, of the Kentucky Revised Statutes (the "KRS").

ARTICLES OF INCORPORATION ONE CROSS COMMUNITY, INC. OF

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Allison Lundregan Grimes	Kennedy Secretary of State
Received and Filed: 5/31/2017 3:16 PM	Fee Received: \$8.00

(8) The Ministry shall not pay dividends and no part of the net earnings of the Ministry shall be distributed to its shareholders, officers, or other private persons, except that the Ministry shall be authorized and empowered to make payments to the benefit of or be distributable to its employees, contractors, or agents.

Except as otherwise provided in this Article of incorporation and in order to carry out the above-stated purposes, the Ministry shall have all those powers set forth in the KRS § 273.1161 et seq., as it now exists or as it may hereafter be amended. Moreover, the Ministry shall have all implied powers necessary and proper to carry out its express powers. The powers of the Ministry to promote the purposes set out above are limited and restricted in the following manner:

ARTICLE 3 POWERS AND RESTRICTIONS

(8) This Ministry is also organized: (i) to promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, retain and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Ministry; and (ii) to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the fulfillment of accomplishmennt of the purposes of this Ministry.

However, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

(1) 10 make distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) To collect and disseminate any and all necessary funds for the maintenance of said Ministry and the accomplishment of its purpose within the State (Commonwealth) of Kentucky and elsewhere.

(c) To obtain, employ and discharge or nominate ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Ministry, and elsewhere.

(d) To support religious, educational, charitable, and benevolent activities of other organizations, ministers, and churches having similar purposes, faith, and practical.

(c) To secure maximum population in any appropriate and permissible density and ministerial/pastoral capacity as needed within the Ministry's community.

(a) To other appropriate licensed counselor services, and ministerial/pastoral counselor services to the additional care, licensable or non-licensable health care, mental health care, wellness center, community and the parishes the Ministry serves.

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any locality, school, health clinic, counseleor clinic, or elemosinary institution, without limitation.

Upon the dissolution of the Ministry, the Ministry shall, after paying or making provision for payment of all the liabilities of the Ministry, distribute all of the assets of the Ministry among the beneficiaries of the Ministry under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

DISSOLUTION ARTICLE 6

(c) The Ministry shall not accept any gift or grant to the Gift of great contains major conditions which would restrict any gift or grant to the Ministry's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public purpose.

(b) In the event that this Ministry is in any one ((1)) year a "private foundation", as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws, it shall be prohibited from making any contribution to any organization which is not a "private foundation" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws; and (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws; (iii) retaining any "excess contributions" in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws; (iv) making any investment in such manner as to subject the foundation to taxation under Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws; or (v) making any investment in such manner as to subject the foundation to taxation under Section 4945(e) of the Internal Revenue Code of 1986, as amended, or corresponds to any provisions of any subsequent federal tax laws.

disturbances (including reasonable compensation for services rendered to or for the Ministry) in furtherance of its purposes as set forth in the Bylaws or this Articles of Incorporation. No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ministry shall not participate in, or interfere in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Bylaws or this Articles of Incorporation, the Ministry shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or deductible contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Name of Director	Street Address
Kimberly R. McKenna	101 Winston Way, Suite E
Sarah E. Lyons	101 Winston Way, Suite E
Campbellsville, KY 42718	Campbellsville, KY 42718
101 Winston Way, Suite E	101 Winston Way, Suite E
Shaina Seabome	101 Winston Way, Suite E
Campbellsville, KY 42718	Campbellsville, KY 42718
101 Winston Way, Suite E	101 Winston Way, Suite E
Kimberly R. McKenna	101 Winston Way, Suite E
Sarah E. Lyons	101 Winston Way, Suite E
Campbellsville, KY 42718	Campbellsville, KY 42718
101 Winston Way, Suite E	101 Winston Way, Suite E
Shaina Seabome	101 Winston Way, Suite E
Campbellsville, KY 42718	Campbellsville, KY 42718

BOARD OF DIRECTORS

ARTICLE 9

The registered agent is Kimberly McKenna. The street address of the initial registered office of the Ministry is 101 Winistor Way Suite E, Campbellsville, KY 42718.

REGISTRATION OFFICE AND AGENT

ARTICLE 8

The Ministry shall have no corporate members pursuant to the KRS § 273.187(1), as amended. The Ministry is a ministry of the Christian Church, and the management of its affairs shall be vested in the Board of Directors. As a ministry of the Christian Church, the Ministry may offer non-corporate membership to its brethren, granting the right of affiliation with the Ministry without conveying any corporate rights or responsibilities. The Board of Directors may adopt and amend application procedures for membership in the Ministry. Ministry members are not entitled to vote in person, by proxy, or otherwise.

MEMBERSHIP

ARTICLE

Steve C. Goodspeed

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false document instrument. I execute this Article of Incorporation on the 26th day of April 2017.

Steven D. Goodspeed
Aubrey de Middlebrook, P.C.
4501 Mcleot Avenue
Casper, Wyoming 82601-2901
Telephone (307) 235-2222

The following table summarizes all the microoperations:

INCORPORATOR

This Article of Incorporation may be amended upon the unanimous written consent of the Board of Directors or by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the KRS.

AMENDMENT
ARTICLE 13

legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

CONSTRUCTION
METHODS

Excessive self-sacrifice can impair one's ability to take risks and pursue one's own interests, which may be necessary for success. The Malthusian trap may provide a useful model, in substance, or other strategies to respond to, and remedy, a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the plaintiff. The Malthusian may provide a useful model, in substance, or other strategies to effectuate this Article [1].

INDEMNIFICATION

A director is not liable to the Ministry for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State (Commonwealth) of Kentucky.

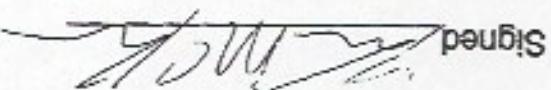
ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

One Cross Community Inc.

I Kimberly R. McKenna consent to serve as the registered agent for
One Cross Community Inc.

Kimberly R. McKenna APRN

One Cross Community Inc.
101 Winston Way Suite E
Campbellsville Ky 42718

Signed 

"I pray that God, who gives peace, will make you completely holy. And may your spirit, soul, and body be kept healthy and faultless until our Lord Jesus Christ returns. The One who chose you can be trusted, and He will do this." 1 Thessalonians 5:23-24.

We believe that all people need the love and saving grace of Jesus Christ. We believe that it is only through Jesus Christ that wounds can be healed. "He heals the broken hearted and binds up their wounds." Psalm 147:3.

The Bible, as originally given, is the inspired and infallible Word of God. It is absolute truth and the supreme authority in all matters of belief and behavior.

We believe in: the Holy Spirit; the holy church; the communion of saints; the forgiveness of sins; the resurrection of the body; and the life everlasting.

2.01 **What We Believe.** We believe in God the Father Almighty, Maker of heaven and earth: And in Jesus Christ his only Son, our Lord; who was conceived by the Holy Ghost, born of the virgin Mary, suffered under Pontius Pilate, was crucified, dead, and buried; he descended into hell; rose again from the dead; he ascended into heaven, and sits on the right hand of God the Father Almighty; from thence he shall come to judge the living and the dead.

STATEMENT OF FAITH

ARTICLE 2

The name of this religious non-profit organization is One Cross Community, Inc. The principal office of the Ministry in the State (Commonwealth) of Kentucky shall be located at 101 Weston Way, Suite F, Campbellsville, Kentucky 42718. The Board of Directors of the Ministry shall have full power and authority to change any office from one (1) location to another, either in Kentucky or elsewhere. The Ministry shall comply with the requirements of the KRS and maintain a registered office and registered agent in the State (Commonwealth) of Kentucky. The registered office may be, but need not be, identical with the Ministry's principal office in Campbellsville, Kentucky. The Board of Directors may change the registered office and the registered agent as provided in the KRS.

NAME AND PRINCIPAL OFFICE

ARTICLE 1

These Bylaws govern the affairs of One Cross Community, Inc., a Kentucky religious non-profit corporation (the "Ministry"). The Ministry is organized under Title XXIII (Private Corporations and Associations), Chapter 273 (Nonstock, Nonprofit Corporations), Sections 273.161 through Sections 273.390, of the Kentucky Revised Statutes (the "KRS").

ONE CROSS COMMUNITY, INC.

BYLAWS OF

This Ministry's Malpractice Policy specifically prohibits acts or omissions including but not limited to permitting any Ministry assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control

Under this Ministry's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No Director, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Ministry shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Ministry's Marriage Policy and adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

2.02 Statement of Marriage. We believe that because God our Creator established marriage as a sacred institution between (1) man and one (1) woman, the idea that marriage is a covenant only between (1) man and one (1) woman, the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the long-standing importance of the Traditional Definition of Marriage, the fact that God has ordained their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one (1) man and one (1) woman, as clearly conveyed in God's Word, refutes, including for example, Matthew 19:4-6, where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Ministry hereby creates this policy, which shall be known as the "Marriage Policy."

2.02

Our faith should be implicit in our actions. We should be prepared to share our faith with patients and colleagues when our actions and the Holy Spirit prompt them to ask us questions. We should readily accept invitation from our patients to pray with them. We should offer to pray with our patients when they have indicated a belief in God and a practice in prayer. Some physicians and health care professionals choose to make their faith manifest through statements, attire, or their office environment. Such indicators are not inherently disrespectful; patients and have the beneficial effect of making them aware of their health providers' perspective.

As Christians we acknowledge the central role of the Holy Spirit in the process of evangelism. We rely on the discernment provided by the Holy Spirit to know when and how it is appropriate to share our faith. We recognize conversion is the Holy Spirit's work, not ours.

As Christian physicians and health care professionals we seek the well-being of our patients in our covenantal relationship with them. Clinical studies have demonstrated the importance of spiritual health in physical well-being. It is concern for the well-being of our patients that leads us to take a spiritual history from and share our faith with our patients.

As Christians we should share the good news of Jesus Christ. Christ has explicitly called us to make disciples.

We believe in compassionate health care that ministers to the spiritual, physical, and emotional needs of the community.

- (d) To support religious, educational, and charitable activities of other organizations, ministries, and churches having similar purposes, faith, and practice.
- (e) To service underserved populations in any appropriate and permissible health and ministerial/pastoral capacity as needed within the Ministry's community.
- (b) To offer appropriate and permissible health care, mental health care, wellness care, addition care, licensed counselor services, and ministerial/pastoral counselor services to the community and the patients the Ministry serves.
- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Ministry's separate formation, without church, ministry, charity, school, health clinic, counselor clinic, or elementary institution, without limitation.
- The Ministry is formed for any lawful purpose or purposes not expressly prohibited under KRS § 273.167 and KRS § 273.171, as amended. The Ministry is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Ministry's purposes also include the limited participation of the Ministry in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Ministry are:

ARTICLE 4 PURPOSES

The Ministry is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches, ministers, and organizations, this Ministry may voluntarily affiliate with any churches, ministers, and organizations of like precious faith.

ARTICLE 3 AUTONOMY

We believe this Ministry's Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Ministry has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; nevertheless, any opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

of the Ministry, to be used in any manner that could be perceived by any person to be inconsistent with this Ministry's Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any church facilities to be used by any person, organization, corporation, or group that would be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

(a) The Ministry shall not pay dividends and no part of the net earnings of the Ministry shall be used for the benefit of or be distributed to its organizers, officers, or other private persons, except that the Ministry shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Ministry) in furtherance of its purposes as set forth in these Bylaws or the Articles of Incorporation. No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ministry shall not participate in, or干涉 the distribution or publication of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Ministry shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) a corporation, contributions to which are deductible under subsequent federal tax laws; or (iii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any state law.

(b) In the event this Ministry is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding

Except as otherwise provided in these By-laws and in order to carry out the above-stated purposes, the Ministry shall have all those powers set forth in KRS § 273.161 et seq., as it now exists or as it may hereafter be amended. Moreover, the Ministry shall have all implied powers necessary and proper to carry out its express powers. The powers of the Ministry to promote the purposes set out above are limited and restricted in the following manner:

ARTICLE 5 POWERS AND RESTRICTIONS

(h) This Ministry is also organized: (i) to promote, encourage, and foster any other similar charitable and educational activities; to accept hold, invest, reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Ministry; and (ii) to do any and all lawful acts and things which may be necessary, useful, suitable, proper for the furtherance of accomplishment of the purposes of this Ministry. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

(g) To make distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) To collect and disburse any and all necessary funds for the maintenance of said Ministry and the accomplishment of its purpose within the State (Commonwealth) of Kentucky and elsewhere.

(e) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Ministry, and elsewhere.

7.03 **Term of Directors.** Each Director shall hold office for a period of one (1) year, unless sooner terminated by the Director's death, resignation, or removal, or until the Director's

7.02 Number of Directors. The Board of Directors shall consist of at least three (3) persons as required by the KRS, but shall not consist of more than nine (9) persons. Directors need not be Kentucky residents.

7.01 Management of Ministry. Power to manage and govern the affairs of the Ministry is vested in the Board of Directors of the Ministry, except for powers granted to members by these By-laws. The term "Board of Directors" shall mean Board of Directors as required by, defined in, and used in Title XXIII, Chapter 273, Section 273.207, of the KRS, as amended.

**ARTICLE 7
MANAGEMENT OF THE CORPORATION
BOARD OF DIRECTORS**

The Ministry shall have no corporate members pursuant to KRS § 273.187(1), as amended. The Ministry is a ministry of the Christian Church, and the management of its affairs shall be vested in the Board of Directors. As a ministry of the Christian Church, the Ministry may offer non-corporate "memberships" to its brethren, granting the right of affiliation without conveying any corporate rights or responsibilities. The Board of Directors may adopt and amend application procedures for membership in the Ministry. Ministry members are not entitled to vote in person, by proxy, or otherwise.

MEMBERSHIP

(c) The Ministry shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Ministry's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

7.08 Meetings. Regular or special meetings of the Board of Directors may be held either within or outside the State (Commonwealth) of Kentucky, but shall be held at the Ministry's principal office if the notice therefore does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Directors participating in the meeting can communicate concurredly with each other participant. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

7.07 Vacancies. Any vacancy occurring in the Board of Directors, and any Director position to be filled due to an increase in the number of Directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of the majority of the remaining Directors, even if it is less than a quorum of the Directors, or if it is a sole Director. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.06 Nomination and Election. At any meeting of the Board of Directors at which the election of a Director is held, a Director may motion to nominate a person with the second or such motion by any other Director then on the Board. A person who meets any qualification requirements to be a Director, and who has been duly nominated, may be elected as a Director in addition to nominations made at meetings, a nomination Committee shall consider possible nominees and make nominations for each election of Directors. The Secretary shall include the names nominated by the nomination Committee, and any report of the nomination Committee, with the notice of the meeting of the Board of Directors at which the election occurs.

7.05 Powers. The Board of Directors shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the KRS § 273.161 et seq. (as it now exists or as it may hereafter be amended) subject to any limitations under the KRS, the Articles of Incorporation of the Ministry, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Ministry property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge, or encumber any property of the Ministry and incur related indebtedness.

7.04 Chairman of the Board. The members of the Board of Directors shall elect a Chairman of the Board of Directors who shall preside at all the meetings of the Board of Directors. The members of the Board of Directors shall also elect a Vice-Chairman of the Board of Directors to serve as the Chairman of the Board of Directors in the Chairman's absence.

successor is elected, appointed, or designated as set forth in these Bylaws, and Directors may serve successive terms.

7.10 Quorum. A majority of the Directors then in office constitutes a quorum for transacting business at any Board of Directors meeting. The Directors present at a duly called or held Board of Directors meeting may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved by the Board of Directors without the vote of at least a majority of the Directors present at the meeting. If a quorum is never present at any time during a Board of Directors meeting, a majority of the Directors present may adjourn and reconvene the meeting once without further notice.

7.09 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors, individually or collectively, consent in writing to the action. Such action by written consent of constituents shall be filed with the minutes of the proceedings of the Ministry.

(4) **Waiver.** Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Ministry's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose of the business to be transacted at the special meeting.

(2) **Time Requirements.** Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopy, or e-mail shall be delivered, telephoned, faxed, or e-mailed to the Director or given at least twenty-four (24) hours before the time set for the meeting.

(1) **Manner of Giving.** Notice of the date, time, and place of special meetings shall be given to each Director by one (1) of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either telecopy to the Director's office or home; or (e) by electronic mail ("e-mail").

(c) **Notice of Special Meetings.**

(b) **Special Meetings.** A special meeting of the Board of Directors may be called by the Chairman or any three (3) members of the Board of Directors.

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

7.17 Removal of Directors. The Board of Directors may vote to remove a Director at any time, with or without cause. A meeting to consider the removal of a Director may be called by the Board of Directors. The Board of Directors may adopt a resolution providing for payment to the Board of Directors for expenses of attendance, if any, at a meeting of the Board of Directors to Directors who serve the Ministry in any other capacity and receive reasonable compensation for those services.

7.16 No Compensation. Directors shall not receive salaries or compensation for their services to the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors to Directors who serve the Ministry in any other capacity and receive reasonable compensation for those services.

7.15 Actions of the Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting unless the act of a greater number is required by law or these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the outcome of a greater number of Directors present to constitute the act of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

7.14 Interested Directors. Pursuant to the KRS and the provisions of Article 12 of these Bylaws, below, a contract or transaction between the Ministry and a Director of the Ministry is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

7.13 Delegation of Duties. The Board of Directors is entitled: to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Ministry; and to sell, transfer, or otherwise dispose of the Ministry's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the advisor acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

7.12 Duties of Directors. Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Ministry. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. Directors may in similar situations withhold information, opinions, reports, or statements, including financial statements and other financial data, concerning the Ministry or another person that were prepared or presented by a party of persons, including officers and employees of the Ministry, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

7.11 Proxies. Voting by proxy is prohibited.

8.04 Vice President. The Board of Directors shall, by majority vote, elect the Vice President of the Ministry. When the President is unable to act, refuses to act, or the office of President is vacant, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall perform the duties of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Board of Directors. Except as expressly authorized by the Board

8.03 President. The President is the Chief Executive Officer of the Ministry and shall supervise and control all of the business and day-to-day affairs of the Ministry. The President is expressly authorized to do all things necessary and proper to fulfill his leadership position and to fulfill all duties incident to the office of President.

8.02 Election and Term of Office. The officers of the Ministry shall be elected by the Board of Directors at a regular or special meeting of the Board of Directors and shall hold office until they resign, are terminated, or upon death.

8.01 Officer Positions. The officers of the Ministry shall be the President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. None of the said officers need be a Director, and any two (2) of these offices may be combined, except for that of the President and Secretary.

ARTICLE 8 OFFICERS

7.20 Deadlock. In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board of Directors, or because certain Directors are absent though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Directors, then, in such instance, the Chairman of the Board of Directors shall cast an additional ballot which shall be known as a "majority ballot", so that an official act may be taken or decision made by the Board of Directors. The majority ballot shall be cast in addition to the regular Director's vote cast by the Chairman.

7.19 Ministry Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, questions of property of the Ministry, or with respect to any other matter that shall arise concerning the Ministry and its internal workings, the Board of Directors shall decide such question by majority vote.

7.18 Resignation of Directors. Any Director may resign at any time by giving written notice to the Ministry. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The affirmative vote of a majority of the Directors, and noticed following the procedures provided in these Bylaws. A Director may be removed by

- 9.02 Independent Compensation Committee.** Annually, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. At least two (2) of the persons serving on the Independent Compensation Committee shall be Directors. The Board of Directors may, at its discretion, adopt a resolution conforming to rules established by the Board of Directors.
- 9.01 Establishment.** The Board of Directors may, at its discretion, adopt a resolution establishing one (1) or more Committees or Advisory Teams. Any and all Advisory Teams shall conform to rules established by the Board of Directors.

ARTICLE 9 COMMITTEES AND ADVISORY TEAMS

- 8.10 Vacancies.** A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.
- 8.09 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Ministry. Any such resignation shall take effect on the date of the receipt of such acceptance of such resignation shall not be necessary to make it effective.

- 8.07 Removal of Officers.** The officers of the Ministry may be removed, with or without cause, by a majority vote of the members of the Board of Directors. The President may be removed with cause by a majority vote of the members of the Board of Directors.

- 8.06 Secretary.** The Board of Directors shall, by majority vote, elect the Secretary of the Ministry. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and keep the seal of the Ministry; (d) affix the seal of the Ministry to all documents as authorized; (e) keep a register of the mailing address of each Director, officer, and employee of the Ministry; (f) keep a register of the mailing address of each Director, officer, and employee of the Ministry; (g) perform other duties as assigned by the President or by the Board of Directors; and (h) perform all other duties incident to the office of secretary.

- 8.05 Treasurer.** The Board of Directors shall: (a) have charge and custody of and be responsible for all funds and securities of the Ministry; (b) receive and give receipts for monies due and payable to the Ministry from any source; (c) deposit all monies in the name of the Ministry in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Ministry; (e) maintain the financial books and records of the Ministry; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the President or by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and (i) perform all of the duties incident to the office of treasurer.

- of Directors, the Vice President shall have no authority to sign for or otherwise bind the Ministry.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Ministry; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Ministry; (d) authorize the voluntary dissolution of the Ministry; (e) revoke proceedings for the voluntary dissolution of the Ministry; (f) adopt a plan for the distribution of the assets of the Ministry; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or officer of the Ministry; (i) approve any transaction to which the Ministry is a party and that involves a potential conflict of interest as defined in Section 12 below; or (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the KRS.
The Board of Directors may designate various Advisory Teams not having or exercising authority to the Board of Directors. Such Advisory Teams shall only function in an advisory capacity to the Board of Directors. The President shall have the power to appoint members of all Advisory Teams. The President shall serve as an ex officio member of all Advisory Teams. The Board of Directors shall define, by resolution, the scope of activities and qualifications for membership on all Advisory Teams.
9.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Board of Directors, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Board of Directors, or if the member becomes incapacitated or dies, ceases to qualify, or resigns. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.
9.05 Chair and Vice Chair. Unless otherwise expressly stated herein, one (1) member of each Committee or Advisory Team shall be designated as the chair, and another member of each Committee or Advisory Team shall be designated as the vice chair.

9.03 Delegation of Authority. Each Committee shall consist of two (2) or more persons, the majority of whom shall be Directors. If, in addition to the independent Compensation Committee, the Board of Directors establishes any of its authority to a Committee, it shall not relieve the Board of Directors of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

(a) The Ministry shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

10.04 Ownership and Distribution of Property.

10.03 Gifts. The Board of Directors may accept, on behalf of the Ministry, any contribution, gift, bequest, or devise for the general purpose of any special purpose of the Ministry including, but not limited to, gifts of money, annuity arrangements, securities, tangible and intangible personal property, real property, and interest therein. The Board of Directors may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Ministry's federal and state tax status.

10.02 Deposits. All funds of the Ministry shall be deposited to the credit of the Ministry in banks, trust companies, or other depositories that the Board of Directors selects.

10.01 Contracts and Legal Instruments. Subject to Article 12 of these Bylaws, the Board of Directors may authorize an individual officer or agent of the Ministry to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Ministry. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

ARTICLE 10 TRANSACTIONS OF THE MINISTRY

9.07 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining and abstaining from a vote of the Committee or Advisory Team.

9.06 Quorum. One half (1/2) the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.

Advisory Team shall be appointed by the Board of Directors with consultation from the outgoing chairwoman. The chair shall call and preside at all meetings. When the chair is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair shall have all the powers of and be subject to all the restrictions upon the chair.

Literacy Through December 2016

One Cross Health Clinic Inc
Statement of Operating Income and Expense YTD July 2017

	<u>Jan 17</u>	<u>Feb 17</u>	<u>Mar 17</u>	<u>Apr 17</u>	<u>May 17</u>	<u>Jun 17</u>	<u>Jul 17</u>	<u>Year</u>
Operating Income/Expense								
Income								
Payer Grants/Incomes	\$4,472.26	\$7,473.94	\$3,212.46	\$6,462.23	\$5,232.15	\$2,252.20	\$57,631.81	
Total Income	<u>\$4,472.26</u>	<u>\$7,473.94</u>	<u>\$3,212.46</u>	<u>\$6,462.23</u>	<u>\$5,232.15</u>	<u>\$2,252.20</u>	<u>\$57,631.81</u>	
Expenses								
Marketing Services								
Bookkeeping and Payroll Services	\$15,00	\$8,00	\$7,00	\$7,00	\$7,00	\$7,00	\$7,00	\$60,530
Tax Preparation Services								
Total Accounting Services	425.00	325.02	275.00	275.00	275.00	275.00	275.00	1,603.20
Advertising/Promotion	60.00	60.00	60.48	60.26	60.00	61.65	61.65	2,465.00
Answers/Email/Printer	112.60	105.50	104.80	103.70	113.66	114.28	114.28	1,352.14
Charitable Contributions	1,300.00	1,282.60	1,087.80	2,191.14	1,629.20	793.89	793.89	11,325.25
Cleaning Expenses	30.00	66.20	65.00	50.20	66.00	69.39	69.39	1,535.04
Collection Expenses	1,012.45	1,052.34	1,088.45	2,239.37	1,634.64	998.37	1,030.39	4,206.00
Computer and Internet Expenses	0.80	0.20	1,430.30	0.00	0.50	0.00	0.00	1,430.30
Continuing Education	0.80	0.00	0.00	54.70	0.00	0.00	0.00	14.70
Contract Labor	1,652.40	237.26	209.06	1,237.19	1,345.20	916.66	879.50	5,025.59
Credit Card (Capital One)								
Credit Card Processing Fees	110.61	96.12	65.04	65.00	65.00	65.00	65.00	393.71
Dues and Subscriptions	477.00	160.02	164.00	64.00	214.00	28.55	56.85	1,254.00
Emergency Ready Reserves	1,430.25	1,666.63	1,654.89	1,778.53	204.66	784.47	208.45	3,795.25
GIF Expenses	5.00	5.00	5.00	571.54	571.54	52.00	52.00	52.00
Insurance Expenses	277.22	277.23	283.36	283.24	283.24	283.26	283.26	1,397.85
Laboratory Fees	645.84	477.27	32.20	32.20	47.10	0.00	0.00	865.11
Licenses & Taxes	2.03	1,353.20	123.00	0.00	0.00	0.00	0.00	1,482.10
Meals and Entertainment	73.49	9.20	0.00	123.80	220.50	270.77	0.00	673.25
Medical Supplies	3.00	1,243.30	412.90	275.07	1,632.74	426.46	676.00	4,349.32
Medical Waste	0.20	0.00	6.00	6.00	250.20	0.00	0.00	250.20
Mail Expenses	42.36	92.36	385.64	291.45	1,320.45	1,697.51	1,271.36	4,231.26
Payroll Expenses	23,477.20	21,260.28	21,296.37	22,815.32	13,591.66	20,693.51	15,869.89	143,171.00
Postage	0.00	0.00	0.00	0.00	30.66	0.00	17.89	51.59
Professional Services	0.00	600.02	0.05	3,261.25	1,666.68	135.53	1.00	4,930.90
Rent Expense	1,250.00	1,066.63	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	11,200.00
Repairs and Maintenance	0.60	6.59	48.00	23.82	1.00	0.00	10.88	66.13
Reserve Check	67.90	6.00	2.00	57.20	3.00	30.00	0.00	154.10
Supplies	713.79	313.63	633.11	2,068.35	4,620.39	1,867.66	1,145.11	11,965.93
Telephone and Internet Expenses	943.69	649.81	620.34	762.21	647.20	146.00	227.04	4,488.79
Treaty Expenses	3.49	0.20	0.00	654.20	1,427.20	908.66	420.64	2,453.99
Utilities	3.69	0.20	0.00	0.00	226.90	201.88	0.00	410.55
Total Expenses	22,945.53	42,521.26	47,354.65	42,482.66	41,275.07	27,602.23	33,118.45	281,229.02
Net Doctor's Income	\$5,861.27	\$1,191.32	\$3,160.04	\$15,869.89	\$14,196.30	\$12,259.33	\$1,144.81	\$9,422.50
Net Income	<u>\$1,241.21</u>	<u>\$1,191.32</u>	<u>\$3,160.04</u>	<u>\$15,869.89</u>	<u>\$14,196.30</u>	<u>\$12,259.33</u>	<u>\$1,144.81</u>	<u>\$9,422.50</u>

Total Income
 Total Expenses

Will be adjusted when new
 credit card statement
 comes in the mail

This amount will be
 transferred through proper
 accounts accounts onto
 credit card statement
 when

and any other property of One Cross at the time of their exit interview or immediately if requested by a manager. Severance packages will not be given for voluntary terminations.

Out of Office Presentation

Employees are expected to behave in a manner consistent with employment in a Christian organization. Each employee is expected to conduct his/her personal life in a way that doesn't bring unfavorable reflection upon themselves or One Cross. Social media should be guarded and not reflect anything that could bring unfavorable reflection upon themselves or One Cross.

Communication

With a lean, efficient staff in place, communication is crucial. Emails should be considered as formal documentation and should be well written with as few typographical and grammatical errors as possible. They should be sensitive, taking care to make sure content may not be taken out of context. A face-to-face conversation is always preferred if an email could be misunderstood or if the intended meaning of the communication could be construed.

Holidays

One Cross recognizes the following 7 paid annual holidays:

- New Year's Day
- Good Friday
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving Day
- Christmas Day

This concludes the One Cross Employee Handbook. As with any manual, there will be some questions, circumstances, and scenarios that were not addressed here for various reasons, including growth, changing of federal and/or state laws, etc. This manual should be considered a living document, as it will be updated as needed to incorporate changes due to the previously mentioned reasons.

MEDICAID Eligibility Summary Reports

From Date: 01/01/2017 To Date: 09/15/2017

Facility Name: All

Provider Name : All

1) Claim Measure [Total No of Medicaid Claims /Total No of Claims] : 46.03
Numerator (Total No of Medicaid Claims): 4048
Denominator (Total No of Claims): 8795

Sharlow and Associates CPA PLLC
115 E Main St
Campbellsville KY 42718

ACCOUNTANT'S COMPILATION REPORT

One Cross Health Clinic, Inc.

We have compiled the following financial statements to included Profit and Loss Standard, Balance Sheet Standard, and Statement of Assets/Liabilities/Equity as June 2016. We have not audited or reviewed the accompanying financial statements and accordingly do not express an opinion or provide any assurance about whether the financial statements are in accordance with the income basis of accounting.

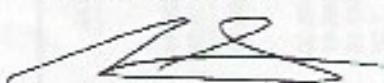
Management is responsible for the preparation and fair presentation of the financial statements in with the income tax basis of accounting. Management is also responsible for the internal control structure that produces fair presentation of the financial information.

Our responsibility is to compile financial statements using the standards detailed in the Standards for Accounting and Review Services by the American Institute. We have compiled these reports based on information provided by management. These reports are designed in nature for in house use and to assist management through compiling information in a financial form to make correlating financial decisions. Sharlow and Associates CPA PLLC do not provide assurance to the lack of a material modification to the information provided by management and used to compile attached financial statements.

Furthermore management has elected to omit substantially all of the disclosures ordinarily included with financial statements. Disclosures could impact the overall understanding of the financial statements therefore these reports should not be considered by anyone who does not have full disclosure or understanding of such matters.

This report is intended solely for the information and use of One Cross Health Clinic, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Sharlow and Associates CPA PLLC are not independent with respect to One Cross Health Clinic Inc.



Sharlow and Associates CPA PLLC
July 18, 2016

Employee Core Values

Love for God

- Intimacy- Do you pray, read your Bible, and fast regularly?
- Purity- Are you living a life of holiness, integrity, and character?
- Anointing- Do you have grace for the task?

Love for People

- Relationship- Are you building, maintaining, and enjoying strong relationships?
- Influence- Are you developing a circle of influence?
- Teamwork- Do you put cooperation ahead of competition?

Work Ethic

- Excellence- Do you demonstrate competence in your area?
- Influence- Are you setting goals, taking risks, going the extra mile?
- Frugal- Are you efficient with time and money?

Attitude

- Servant- Are you considering others as better than yourself?
- Fun/Enjoyable- Are you having fun? Are you fun to be with?
- Loyalty- Are you devoted to the call of God and to the Clinic?

Job Requirements

- 1) Work day will begin at 8am with prayer and devotion.
- 2) Dress Appropriately for your workplace. Please look under the dress code sections for further information.
- 3) Smoking will not be permitted on the premises. You are not allowed to smoke during lunch breaks or in your car. If you smell like smoke, you will be sent home with a warning.
- 4) No personal internet use during working hours. You can however use the internet for personal use during lunch.
- 5) No personal cell phone use unless an emergency during work hours. You may however use your cell phone to communicate with other associates or to look up work related information.
- 6) No gum chewing During working hours. This is not professional. You can however have hard candy or mints if needed.
- 7) No eating at work stations. You may go to the break room for snacks if needed. You may have drinks at your work station.
- 8) We will have monthly meetings on our short Thursdays during lunch time. Lunch will be provided. These are required meetings and will be on the calendar with advanced notice.
- 9) Foul language is not acceptable.
- 10) You are required to be nice and respectful to all patients. If a problem arises with a patient that you are unable to handle, please seek management for assistance.
- 11) As required by HIPPA regulations, no sharing of patient information outside of the workplace or with unauthorized personal.
- 12) Medical licenses must be kept in full standing order.

Welcome to One Cross Medical

We are honored that you have decided to become a part of the One Cross family, whether on a part-time or full-time basis. This Employee Manual has been developed to provide clarity regarding expectations, answers to common questions, and to serve as a source of accountability for both the Employee and the Clinic. Policies and guidelines within this manual are subject to change, and should not be interpreted as guarantees for employment.

As with any manual or handbook, there will be Circumstances, situations, and questions that will inevitably present themselves that are not addressed here. Therefore, One Cross reserves the right to update this manual accordingly to accommodate growth, changes in law, and lessons learned.

Our Story

In 2000, after working as a nurse practitioner for 8 years, God began to stir Kimberly McKenna's heart and gave her a passion to help the medically underserved. This passion continued to grow and in 2005, she found an organization, Christian Community Health Fellowship, that shared her heart for the impoverished population. She knew that God had a plan for her to work to better the underserved medical community, and began looking for like-minded believers in our community that shared her passion for showing the love of Jesus Christ through health care.

The dream of One Cross Clinic was born out of much prayer and fasting. It was to be a clinic that would provide excellent health care to all it served while sharing the love of Jesus Christ with all who walked through the doors. In 2010, One Cross got its name and plans began to form to pursue the vision God had revealed.

In 2014, God gave us a timetable: the clinic was to be open by January 1, 2015. Through many trials, God always provided and made a way where there seemed to be none. On January 5, 2015, One Cross Medical Clinic opened its doors and arms to embrace the community of Campbellsville, KY with the unconditional love of Jesus Christ.

We know it is only by the grace of God that One Cross Clinic is now a thriving, growing medical office. We are the only clinic in our community that accepts an unlimited amount of patients who have Medicaid insurance and continue to seek after new ways we can help the medically underserved. We have always had the vision of being a fully non-profit organization and continue to pursue that goal as we, by grace, work to see God's vision flourish.

We believe that in the coming years, God will do "...exceedingly abundantly above all we could ask or think..." (Ephesians 3:20). He has proven Himself time and time again. Now, "let us hold fast the confession of our hope without wavering, for He who promised is faithful" (Hebrews 10:23).

Greater things are yet to come!

Office Hours

	Morning	Afternoon
Monday	8:30am-12:30pm	1:30pm-6:00pm
Tuesday	8:30am-12:30pm	1:30pm-5:00pm
Wednesday	8:30am-12:30pm	1:30pm-5:00pm
Thursday	8:30am-12:30pm	1:30pm-5:00pm
Friday	8:30am-12:30pm	1:30pm-6:00pm
Saturday	CLOSED	
Sunday	CLOSED	

Personal Appearance/ Dress Standards

We who have the privilege of working at One Cross also have the responsibility of setting the example in leadership, which includes our dress. Since we are observed more closely than others, we set a standard for what is appropriate for leaders to wear. Employee's appearance reflects not only the individual but also One Cross. Employees should dress as to achieve a positive image when representing One Cross and the Lord. Above all, our attire should present a professional appearance at all times.

Unacceptable dress for both Men & Women includes:

- Sweat suits
- Tank tops or immodest necklines
- Skirts or dresses more than 2 inches above the knee without dark-colored legging or jeans.
- Tight-fitted or revealing clothing
- Spandex
- Leggings / Yoga pants not covered by loose fitting garments that are shorter than 2 inches above knee.

Women:

- Always be well-groomed, clean and neat
- Hairstyles must be appropriate for a professional environment.
- Modesty is the guiding principle for women's dress.
- Dresses/ skirts should be knee length, unless jeans are being worn underneath.
- Clothing should be pressed or ironed
- Shorts are not permitted.

Men:

- Always be well-groomed, clean and neat
- Hairstyles must be appropriate for a professional environment
- Clothing should be pressed or ironed
- Beards are welcome but must be well-groomed.

Policies & Procedures

Performance Reviews:

One Cross evaluates each employee's performance every 90 days. The purpose of the review is to help the employee become successful in the position and allow a formal opportunity to ask questions.

Personal Files:

One Cross maintains information in employee's personal files for the duration of employment and beyond as required by federal and state laws. Personal files are the property of One Cross. The management maintains the official records for each employee. Employees should report any changes in Address, phone number, or other information to management in order to maintain accurate personal records.

Confidential Information:

Employees may come in contact with personal and confidential information regarding One Cross Employees and patients. This information should never be shared with anyone outside of One Cross and only shared with other Employees at One Cross on a need-to-know basis. Documents Containing confidential information should be shredded when no longer needed. All employees will be asked to sign a Confidentiality Agreement.

Harassment Policy:

One Cross strives to maintain a working environment that is free from any and all forms of harassment. Harassment is defined as any conduct that interferes with an employee's work performance or creates an intimidating, hostile, or offensive working environment. Foul or offensive language, jokes or gestures; inappropriate pictures/posters; and disrespectful or demeaning reference to or about employees, managers or members are examples of harassment.

Sexual harassment, specifically, is illegal and prohibited by One Cross and involves:

- Making unwelcoming sexual advances, requests for sexual favors, or making other verbal or physical conduct of a sexual nature a condition of employment; or
- Making submission to or rejection of such conduct a basis for making employment decisions; or
- Creating an intimidating, offensive, or hostile working environment by such conduct.

Other forms of harassment include creating an intimidating, offensive, or hostile working environment based upon an employee's race, national origin, gender, age, veteran status or disability. Such conduct can include racial or ethnic slurs, insults, jokes, etc. and is prohibited.

Any employee who believes he or she has been subjected to harassment or observes harassment in violation of this policy must report the incident to their manager or a direct report with whom they feel comfortable.

Complaints of harassment are kept confidential except to the extent necessary to properly investigate them. All reports of harassment will be fully investigated and where it is determined that harassment behavior has occurred, disciplinary action will be taken, up to and including termination.

False accusations of harassment have serious effects on innocent people, and can result in termination. Employees are expected to act in a professional, responsible and honest manner and maintain a pleasant working environment free from all forms of harassment.

Attendance

One Cross expects employees to be at work, on time, as scheduled. Excellent attendance is a presumed standard. Employees must contact their direct supervisor each day they will not be reporting to work on time for any reason. Excessive absenteeism or tardiness is a serious offense. If an employee exhibits unexcused excessive tardiness or absenteeism, discussions and corrective action will be held with the employee.

Performance Standards/Discipline

As a part of the One Cross family, each employee is responsible for conducting himself/herself in a manner that will glorify God. One Cross uses biblical principles to guide its work ethics and policies and expects the same of its employees. If an employee engages in an activity detrimental to the best interest of One Cross, the body, or the employees, he or she will be appropriately disciplined.

Managers may utilize a number of disciplinary techniques depending on the seriousness of the offense and the number of previous disciplinary events. One Cross reserves the right to make use of any of the actions listed, or other disciplinary techniques, at any time.

These actions include

- Verbal warning
- Written documented warnings;
- Suspension and/or probation;
- Termination

Termination of Employment

It is desire of the management team that all employees are successful in their positions. However, One Cross recognizes that the State of Kentucky is an "At will" state and either the employee or One Cross may terminate the employment relationship, for any reason or for no reason, at any time with or without notice.

Voluntary terminations require the minimum two-week written notice and involve participation in an exit interview with a member of the management team. When necessary, and in isolated cases, interviews are conducted by phone. Employees are expected to return Keys, credit cards,

(b) "Dissolution" means the complete disbanding of the Ministry so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Ministry, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Ministry shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Ministry upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and are engaged in activities substantially similar to those of the Ministry; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Ministry is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Ministry's Statement of Faith and basic form of government.

10.05 Real Property. Title to real property of the Ministry shall be in the name of the Ministry. Real property may be purchased in the name of or on behalf of the Ministry with the affirmative vote of the Board of Directors. Real property of the Ministry may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Board of Directors.

10.06 Approval of Purchases. The purchases of fixed assets in excess of \$10,000.00 shall be subject to the prior approval of the Board of Directors.

ARTICLE 11 WHISTLEBLOWER POLICY

11.01 Purpose. The Ministry requires all of its Directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Ministry, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Director, officer, employee, or volunteer of the Ministry reasonably believes that the Ministry, by and through its Directors, officers, employees, or volunteers, or entities with whom the Ministry has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Ministry, then that individual shall file a written complaint with either his or her supervisor or the Board of Directors of the Ministry. This policy is intended to encourage and enable employees and others to raise serious concerns within the Ministry prior to seeking resolution outside the Ministry.

11.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Ministry's Directors, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as

all policies and procedures of the Ministry and to report violations or suspected violations in accordance with the Policy.

If an Director, officer, employee, or volunteer of the Ministry reasonably believes that any policy, practice, or activity of the Ministry is in violation of any applicable law, regulation, policy, or procedure of the Ministry, then the Director, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) *Acting in Good Faith.* Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Ministry must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Ministry. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) *Reporting Violations.* In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Directors. Directors are required to report suspected violations directly to the entire Board of Directors.

(d) *Accounting and Auditing Matters.* The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Directors shall work until the matter is resolved.

(e) *Evidence.* Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) *Investigation of Complaint.* After receipt of the complaint, the Director to whom the complaint was made shall provide the complaint to the entire Board of Directors. The Board of Directors shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Directors shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Director to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

11.03 Safeguards.

(a) *Confidentiality.* Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) *No Retaliation.* No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Ministry who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Ministry representation.

(c) *Harassment or Victimization.* Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Ministry will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Ministry's employment policy.

(d) *Malicious Allegations.* The Board of Directors recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, up to and including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 12

CONFLICT OF INTEREST POLICY

12.01 Purpose. The purpose of the conflict of interest policy is to protect the Ministry's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or officer of the Ministry, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

12.02 Definitions.

(a) *Interested Person.* Any Director, principal officer, or member of a Committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Ministry has a transaction or arrangement;

(2) A compensation arrangement with the Ministry or with any entity or individual with which the Ministry has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Ministry is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

12.03 Procedures.

(a) *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

(b) *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) *Procedures for Addressing the Conflict of Interest.*

(1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairman of the Board of Directors may, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Directors shall determine whether the Ministry can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Ministry's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy.*

(1) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.04 Records of Proceedings. The minutes of the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

12.05 Compensation.

(a) A voting member of the Board of Directors, who receives compensation directly or indirectly from the Ministry for services, is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any Committee, whose jurisdiction includes compensation matters and who receives compensation directly or indirectly from the Ministry for services, is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Ministry, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

ARTICLE 13 INDEMNIFICATION

13.01 The Ministry may provide a trust fund, insurance, or other arrangement to effectuate this Article 13. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) *Mandatory Indemnification.* To the maximum extent permitted by the KRS, as amended from time to time (provided, however, that if an amendment to the KRS in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article 13.01(a) which occur subsequent to the effective date of such amendment), the Ministry shall indemnify and advance expenses to any person who is or was a Director (either elected or ex officio) or officer of the Ministry, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(1) The Proceeding was instituted by reason of the fact that such person is or was a Director or officer of the Ministry; and

(2) The Director or officer conducted himself in good faith, and he reasonably believed: (a) in the case of conduct in his official capacity with the Ministry, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Ministry; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or officer did not meet the standard of conduct herein described.

(b) *Permissive Indemnification.* The Ministry may, to the maximum extent permitted by the KRS, as amended from time to time (provided, however, that if an amendment to the KRS

in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article 13.01(b) which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Ministry, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in this Article 13, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Ministry and met the standards of conduct set forth in this Article 13. The Ministry may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Ministry to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Board of Directors.

ARTICLE 14 BOOKS AND RECORDS

14.01 Required Books and Records. The Ministry shall keep correct and complete books and records of account.

14.02 Fiscal Year. The fiscal year of the Ministry shall begin on the first day of January and end on the last day in December in each year.

14.03 Audited Financial Statements. The Ministry shall have each annual financial statement of the Ministry audited by a certified public accounting firm selected by the Board of Directors.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01 English Standard Version. The Holy Bible referred to in these Bylaws is the English Standard Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the Board from time to time.

15.02 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a two-thirds (2/3) majority vote of the Board of Directors.

15.03 Amendments to Articles of Incorporation. The Ministry's Articles of Incorporation may only be restated, altered, amended, or repealed, and a new articles of incorporation may only be adopted upon the unanimous written consent of the Board of Directors or by a two-thirds (2/3) majority vote of the Board of Directors, unless otherwise prescribed pursuant to applicable mandatory provisions of the KRS.

15.04 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State (Commonwealth) of Kentucky. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their

successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

15.05 Seal. The Board of Directors may provide for a corporate seal.

15.06 Power of Attorney. A person may execute any instrument related to the Ministry by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Ministry to be kept with the Ministry records.

15.07 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Ministry members, Directors, officers, employees, and agents of the Ministry and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

15.08 Christian Alternative Dispute Resolution. In keeping with 1 *Corinthians* 6:1-8, all disputes, arising out of or relating to these Bylaws or any other ministry matter, which may arise between any member of the Ministry and the Ministry itself, or between any member of the Ministry and any Director, officer, employee, volunteer, agent, or other member of this Ministry, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this Article 15.08 shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Ministry insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Ministry and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in these Bylaws, and shall in no way affect the authority of the Ministry to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 16 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this Article 16 if a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Board of Directors member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Board of Directors members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Ministry present at a meeting of the Board of Directors may be deemed Board of Directors members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Ministry and may not be the basis for imposing liability on any Board of Directors member, officer, employee or agent of the Ministry on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Ministry during an emergency including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Directors members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of One Cross Community, Inc., and that the foregoing Bylaws constitute the Bylaws of the Ministry. These Bylaws were duly adopted by a two-thirds (2/3) vote of approval by the Board of Directors of the Ministry on April 29, 2017.

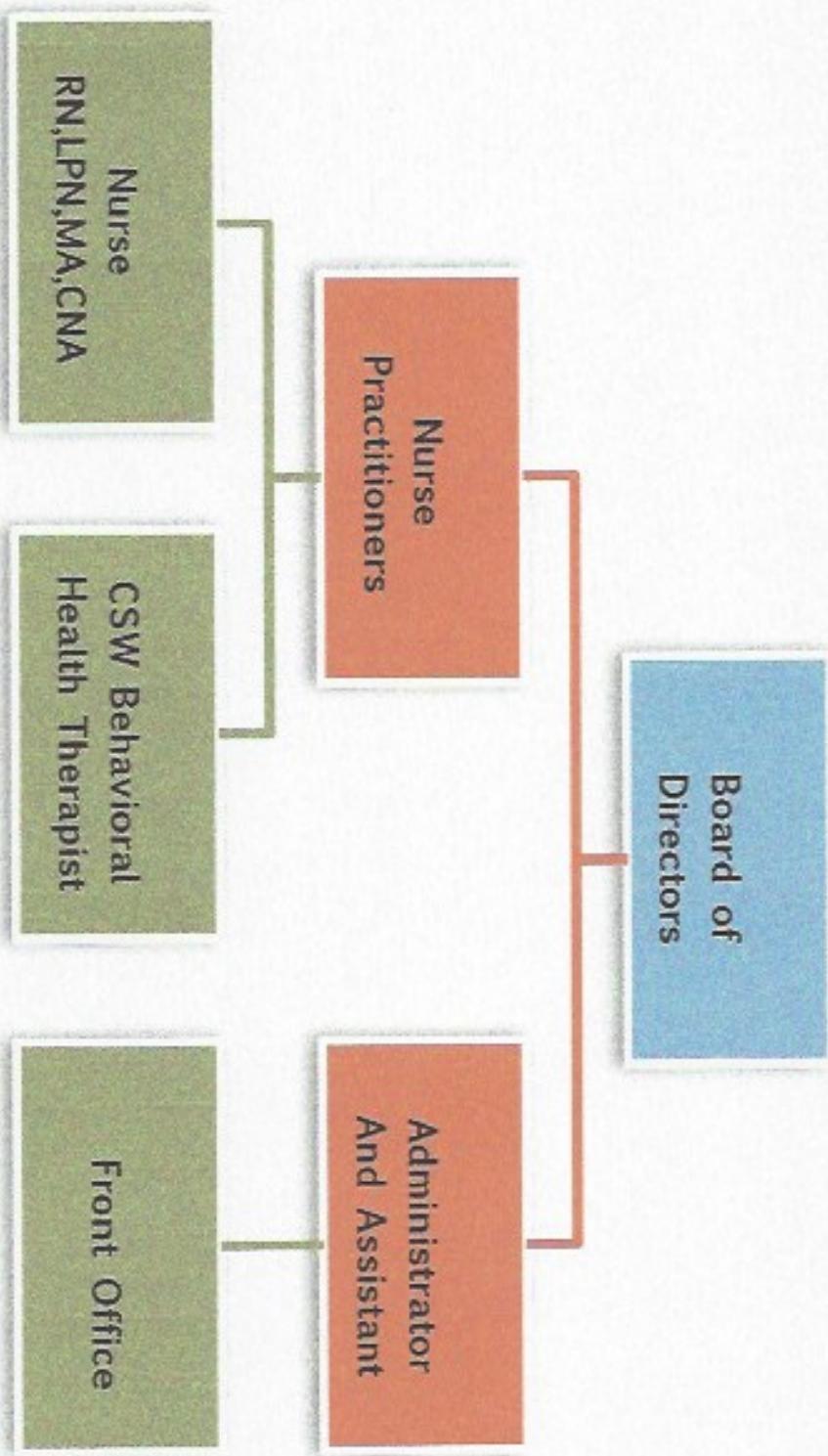
DATED: April 29, 2017

By: Sarah E. Lyons

Name: Sarah E. Lyons

Title: Secretary

One Cross Medical Clinic



One Cross Medical Clinic

Mission:

Compelled by the Love of Christ, One Cross Medical Clinic will offer high quality healthcare of body, mind, and spirit to all it serves.

Vision:

To be a national leader in clinical excellence, patient experience, holistic, and affordable care.

Core Values:

Love: One Cross Medical Clinic is motivated by the love of Jesus Christ and exists to share that love through healthcare.

Excellence: One Cross Medical Clinic practices the highest standards of clinical excellence while preserving focus on each individual patient.

Integrity: One Cross Medical Clinic maintains the highest integrity in all aspects of its operation; clinically, administratively, and spiritually.

Compassion: At One Cross Medical Clinic, compassionate care includes respect for each individual patient with active pursuit of the whole person healing on multiple levels.

Mercy: One Cross Medical Clinic offers affordable care in efforts to help individuals who have no alternative to healthcare.

Hospitality: God has called us to be a healing and welcoming community that is an extension of the local body of Christ.

Stewardship: One Cross Medical Clinic actively depends on God to provide both resources and healing through various means.

Partnership: One Cross Medical Clinic is committed to pursue collaborations with others in our community to maximize the fulfillment of our mission.

Discipline: One Cross Medical Clinic consciously strives to impact the health care profession itself by creating a model of a Christ-centered learning environment for volunteers and trainees.

Prayer: One Cross Medical Clinic was founded on prayer and the need to be continually immersed in prayer.



Employee Handbook



ONE CROSS

MEDICAL CLINIC

I would like to take this opportunity to introduce you to One Cross Clinic. We exist because we believe that all people need the love and saving grace of Jesus Christ. We believe that it is only through Christ that wounds can be healed. "He heals the broken hearted and binds up their wounds" (Psalm 147:3).

One Cross Clinic offers excellent compassionate health care that ministers to the spiritual, physical, and emotional needs of our community.

"I pray that God, who gives peace, will make you completely holy, and may your spirit, soul, and body, be kept healthy and faultless until our Lord Jesus Christ returns. The One who chose you and can be trusted and He will do this." (1 Thessalonians 5:23-24).

Grace & Favor,

Kim McKenna
MSN, APRN, President/Owner

**One Cross Medical Clinic
Staff**

Kimberly R. Mckenna APRN Owner
Jessi Lloyd APRN
Morgan Altman APRN
Kim Davis CSW Behavioral Health Therapist SW
Tiffany Tedder RN
Stephanie Chewning RN
Leah Burtram RN
Kristie Bailey LPN
Leslie Corbin MA
Jessica Gamble CNA

Jackie Blankenship Administrator
Dave Rauch Administrative Assistant

Chasity Ballou. Front Office
Lori Noel Front Office

One Cross Health Clinic Inc
Profit & Loss

January through June 2016

	Jan 16	Feb 16	Mar 16	Apr 16	May 16	Jun 16	TOTAL
Ordinary Income/Expense							
Income							
Fee for Service Income	20,000.34	31,231.90	43,386.57	40,237.84	41,000.98	51,182.85	227,928.16
Refunds	0.30	0.06	-60.00	0.06	0.00	-66.65	-116.65
Total Income	20,000.64	31,231.90	43,306.57	40,237.84	41,000.98	51,124.21	226,903.54
Expenses							
Accounting Services	520.00	850.00	400.00	695.00	400.00	400.00	3,365.00
Advertising and Promotion	250.00	671.46	675.00	530.00	1,000.00	39.95	3,166.41
Answering Services	113.30	105.10	108.25	102.95	113.20	105.35	647.15
Bank Service Charges	0.00	0.00	0.00	0.00	0.00	7.00	7.00
Billing Services	1,382.78	1,466.95	1,805.21	1,870.08	1,675.93	1,850.93	9,061.48
Charitable Contributions	50.00	50.00	2,700.00	200.00	525.00	1,125.00	4,850.00
Cleaning Expense	200.00	280.00	500.00	500.00	500.00	603.00	2,583.00
Contract Labor	453.00	906.35	1,136.50	937.08	1,224.08	1,947.00	6,800.08
Credit Card (Capital One)	211.71	10,357.79	11,988.81	13,372.20	3,430.28	5,449.78	44,810.65
Dues and Subscriptions	0.00	4.95	0.00	888.40	393.00	927.95	1,815.30
Electronic Health Records	1,438.53	1,446.49	1,445.46	1,463.29	1,528.47	1,589.04	8,892.30
Gift Expense	0.00	17.21	115.25	56.63	0.00	46.33	236.42
Insurance Expense	131.02	150.48	108.39	109.33	108.39	230.62	840.28
Laboratory Fees	0.00	143.77	0.00	411.59	92.42	0.00	607.78
Licenses & Taxes	0.00	0.00	0.00	1,643.86	0.00	0.00	1,643.86
Meals and Entertainment	0.00	96.57	50.60	108.83	8.43	135.80	401.03
Medical Supplies	483.02	1,470.96	432.57	378.75	661.00	132.51	3,558.91
Misc. Expense	423.93	232.14	8.00	12.00	14,750.00	7.00	15,431.07
Office Supplies	0.00	97.44	0.00	126.40	0.00	0.00	223.84
Payroll Expenses	20,028.23	18,303.25	19,312.84	20,681.51	18,917.80	18,778.24	115,001.84
Professional Fees	0.00	0.00	600.00	0.00	30.00	0.00	630.00
Rent Expense	2,050.68	1,600.00	1,600.00	1,600.00	1,600.00	1,600.00	10,090.68
Repairs and Maintenance	0.00	270.00	247.50	14.98	0.00	0.00	532.48
Returned Check	0.00	0.00	0.00	0.00	0.00	196.63	196.63
Supplies	1,377.79	4,783.78	2,500.33	1,911.50	1,359.38	1,392.23	13,324.89
Telephone Expense	311.03	577.45	572.60	572.70	566.02	3,148.85	
Travel Expenses	72.88	0.00	43.48	29.84	62.55	0.00	228.73
Uniforms	0.00	0.00	0.00	203.50	0.00	0.00	203.50
Utilities	318.91	316.84	316.84	2,392	176.63	368.72	1,714.86
Total Expenses	29,896.81	45,283.68	46,383.54	49,614.58	49,109.84	35,190.99	264,400.44
Net Ordinary Income	-9,868.77	-14,051.78	-3,096.97	-8,376.74	-8,106.96	16,033.22	-27,499.90
Net Income	-9,868.77	-14,061.78	-3,096.97	-8,376.74	-8,106.96	16,023.22	-27,499.90