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ARTICLES OF DISSOLUTION
OF
ODCH, Inc.

Pursuant to the provisions of KRS 273.313, ODCH, Inc., a Kentucky nonprofit corporation with no members organized under KRS Chapter 273, hereby issues these Articles of Dissolution:

- (A) The name of the corporation is ODCH, Inc. ("Corporation").
- (B) The Corporation has no members. A resolution to dissolve the Corporation was adopted at a meeting of the Board of Directors of the Corporation held on October 13, 2003. All directors in office were present at that meeting, and the resolution to dissolve received the unanimous vote of those directors.
- (C) All debts, obligations, and liabilities of the Corporation have been paid and discharged or adequate provision has been made therefor.
- (D) A true and accurate copy of the Plan of Distribution, as adopted by the Corporation, is attached as Exhibit A.
- (E) All the remaining property and assets of the corporation have been transferred, conveyed, or distributed in accordance with the provisions of the Corporation's Amended and Restated Articles of Incorporation, its Bylaws, and KRS 273.161 to KRS 273.390.
- (F) There are no suits pending against the corporation in any court.

On this, the 18th day of May, 2004.

ODCH, Inc.

By: Greg Carlson
Greg Carlson
President

ATTEST:

Waymond Morris
Waymond Morris, Secretary
ODCH, Inc.

This instrument prepared by:

James M. Miller
James M. Miller
SULLIVAN, MOUNTJOY, STAINBACK
& MILLER, P.S.C.
100 St. Ann Street
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EXHIBIT A
PLAN OF DISTRIBUTION

PLAN OF DISSOLUTION FOR ODCH, INC.

Adopted by resolution of the Board of Directors of ODCH, Inc. on October 13, 2003

First, upon the filing by Owensboro Medical Health Systems, Inc. ("OMHS") with the appropriate governmental offices of the amendments to its articles of incorporation ("Amended Articles") approved by the board of directors of ODCH, Inc. ("ODCH") on October 13, 2003, which Amended Articles evidence the release by ODCH of its membership interest in OMHS, ODCH will cease to conduct its affairs, except insofar as may be necessary for the winding up thereof.

Second, the president of ODCH will immediately cause a notice of the proposed dissolution to be mailed to each known creditor of ODCH.

Third, the president of ODCH will immediately proceed to collect the assets of ODCH, and will apply them and distribute them as follows:

- (1) First, all liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- (2) Next, assets held by the corporation 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) Next, ODCH will transfer to OMHS the interest of ODCH in Owensboro Ambulatory Surgical Facility, Ltd., provided that at the time of the transfer of that interest to OMHS, OMHS is a non-profit, 501(c)(3) corporation whose purposes are unchanged from the purposes stated in its Amended Articles approved by resolution of the board of directors of ODCH on October 13, 2003; and
- (4) Next, assuming that the City Commission of the City of Owensboro, Kentucky ("City"), and the Fiscal Court of the County of Daviess, Kentucky ("County"), have made an appropriate finding that no other entity exists that is acceptable to the County and the City to which ODCH may transfer its assets as a going concern or those assets remaining after the payment of liabilities, in accordance with the resolutions of ODCH and the Articles of Incorporation of ODCH the remaining assets of ODCH, if any, shall be distributed to the City and the County in the following percentages: 50.1% to the City and 49.9% to the County.
- (5) No assets of ODCH shall be distributed or used in any manner that violates or is inconsistent with Article XI of the Articles of Incorporation of ODCH, and KRS 273.161 to 273.390.

Fourth, if voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the corporation shall have been paid and discharged, or adequate provisions shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed, or distributed in accordance with the provisions of this plan of dissolution, articles of dissolution prepared in accordance with KRS Chapter 273, and filed with the appropriate governmental offices.

Fifth, upon the filing of articles of dissolution with the secretary of state, the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by directors and officers as provided by law.

Sixth, the president of the corporation will cause notice of the dissolution of the corporation to be given to appropriate governmental offices, and to the president of OMHS, the City, the County, and each of the last directors and officers of ODCH.