

0438005.09 mmoore  
SUR  
Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
7/1/2024 1:33 PM  
Fee Receipt: \$8.00

## ARTICLES AND PLAN OF MERGER

Pursuant to Chapters 273 and 275 of the Kentucky Revised Statutes, undersigned entities submit the following Articles and Plan of Merger (these "Articles"):

1. Parties: The parties to the merger (the "Merger") are as follows:

(a) MB Care, LLC, a Kentucky limited liability company ("MB Care") that will not survive the Merger; and

(b) Maryhurst, Inc., a Kentucky nonprofit, nonstock corporation that is the sole member of MB Care and will survive the Merger ("Maryhurst").

2. Plan of Merger: The Plan of Merger is as follows:

(a) MB Care shall be merged with and into Maryhurst, with Maryhurst to be the surviving corporation from the Merger.

(b) The effective date of the Merger shall be July 1, 2024 (the "Effective Date").

(c) The Articles of Incorporation of Maryhurst in effect immediately prior to the Effective Date shall be the articles of incorporation of the surviving corporation as of and following the Effective Date and may be subsequently amended from time to time in accordance with their provisions and applicable law.

(d) The Bylaws of Maryhurst in effect immediately prior to the Effective Date shall be the bylaws of the surviving corporation as of and following the Effective Date and may be subsequently amended from time to time in accordance with their provisions and applicable law.

3. There being no members of Maryhurst and with Maryhurst being the sole member of MB Care, the board of directors of Maryhurst adopted these Articles by unanimous written consent as of June 30, 2024.

4. Following the date that these Articles are approved and prior to filing such Articles with the Secretary of State of Kentucky, each party to these Articles shall have the right to abandon the merger by providing written notification of termination to the other party to these Articles.

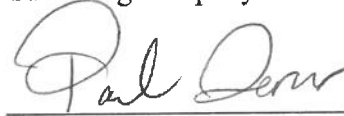
*[Signature page immediately follows.]*

Each of the undersigned parties has duly executed these Articles and Plan of Merger as of the date first above written.

“Maryhurst”

MARYHURST, INC.,  
a Kentucky nonprofit, nonstock corporation  
and the surviving company of the Merger

By:



Paula Garner, President and CEO

“MB CARE”

MB CARE, LLC,  
a Kentucky limited liability company

By:

Maryhurst, Inc.,  
a Kentucky nonprofit, nonstock corporation,  
its sole member

By:



Paula Garner, President and CEO

This instrument was prepared by:



Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, KY 40206  
(502) 290-6773