

ARTICLES OF DISSOLUTION

OF

THE CARL FAMILY FOUNDATION, INC.

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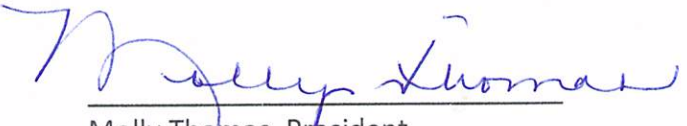
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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
12/2/2024 11:04 AM
Fee Receipt: \$5.00

Pursuant to Section 273.313 of the Kentucky Nonprofit Corporation Act, The Carl Family Foundation, Inc., a Kentucky nonprofit corporation (the "Company") executes the following Articles of Dissolution:

1. The name of the Company is The Carl Family Foundation, Inc.
2. The date of organization of the Company was January 23, 2012.
3. The dissolution of the Company and distribution of its assets was authorized by the unanimous written consent of the Board of Directors of the Company on 11/7/2024, pursuant to Section 273.300(2) of the Kentucky Nonprofit Corporation Act.
4. At least a majority of Directors voted in favor of the dissolution of the Company.
5. The Company has no members entitled to vote on dissolution of the Company.
6. A copy of the Plan of Distribution as adopted by the Company is attached hereto.
7. These Articles of Dissolution shall be effective upon filing with the Secretary of State of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, the undersigned duly authorized Officer of the Company has executed these Articles of Dissolution on the 7 day of NOVEMBER, 2024.


Molly Thomas, President

This document was prepared by:



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Stoll Keenon Ogden PLLC
300 W. Vine St., Suite 2100
Lexington, KY 40507
(859) 231-3000

PLAN OF DISTRIBUTION
OF
THE CARL FAMILY FOUNDATION, INC.

THIS PLAN OF DISTRIBUTION (the “Plan”) is adopted this 7th day of November, 2024, for **THE CARL FAMILY FOUNDATION, INC.**, a Kentucky non-stock, non-profit corporation (the “Company”), by act of the Company’s Board of Directors.

W I T N E S S E T H:

WHEREAS, the Board of Directors of the Company has consented to the dissolution of the Company;

WHEREAS, for the orderly winding up and distribution of assets of the Company, the Directors have adopted this Plan of Distribution;

NOW, THEREFORE, the Company shall wind up its affairs and distribute its assets as follows:

1. The Company is not aware of any remaining contractual obligations of the Company.
2. The Company has no known creditors.
3. None of the Company’s assets were held on condition requiring return, transfer or conveyance upon dissolution or subject to limitations on their use requiring they be transferred or conveyed to another non-profit corporation or organization.
4. Any remaining assets of the Company shall be distributed to Dementia Society, Inc. (a/k/a Dementia Society of America), for one or more exempt purposes as permitted by the Company’s Articles of Incorporation and KRS 273.303. Dementia Society, Inc., is a Pennsylvania non-profit corporation and a tax-exempt charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code.
5. The Company shall conduct no further business except business necessary to wind up its affairs.
6. The officers and directors of the Company shall take any and all other action necessary or appropriate to effectuate the dissolution of the Company.
7. In connection with the liquidation and dissolution of the Company, and within the time as required by law, the officers and directors of the Company shall file any necessary reports and tax returns required under all applicable law.

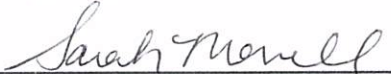
8. An officer of the Company shall be appointed to execute, acknowledge and deliver all deeds, bills of sale and other documents necessary to transfer and/or distribute the assets of the Company and to dissolve and liquidate the Company. Such officer of the Company is authorized to execute, acknowledge and deliver, at any time, and from time to time, any and all instruments or documents that they deem necessary, advisable or expedient in order to effectuate the terms and purposes of this Plan.

9. This Plan may not be amended or modified except upon written approval by the Board of Directors.


10. This Plan shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky.

WITNESSETH this Plan was adopted by unanimous consent of the Board of Directors on the 7 day of NOVEMBER, 2024.

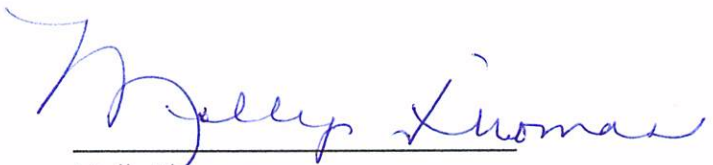
DIRECTORS:



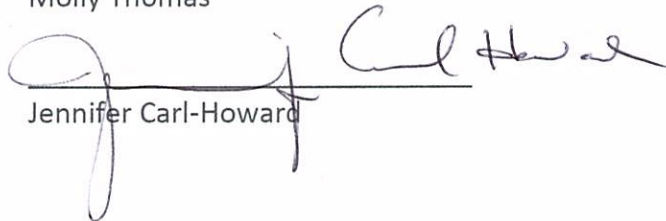
Sarah Monell



Betsy Strong



Molly Thomas



Jennifer Carl-Howard