

0644317.09

mmoore
DIS

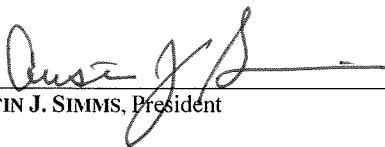
Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/16/2023 11:53 AM
Fee Receipt: \$5.00

**ARTICLES OF DISSOLUTION
OF
BLUEGRASS PHASE III HOUSING SERVICES, INC.**

Pursuant to the provisions of KRS 273.313, **BLUEGRASS PHASE III HOUSING SERVICES, INC.**, a Kentucky non-profit corporation (the "**Corporation**"), hereby adopts the following Articles of Dissolution:

- FIRST:** The name of the Corporation is **BLUEGRASS PHASE III HOUSING SERVICES, INC.**
- SECOND:** Lexington Home Ownership Commission, Inc., a Kentucky non-profit corporation (the "**Member**"), is the only voting member of the Corporation.
- THIRD:** The Board of Directors of the Corporation adopted a resolution on December 31, 2022, in accordance with the plan of distribution and dissolution (the "**Plan**") attached hereto as **Exhibit A** and incorporated herein by reference, recommending dissolution of the existence of the corporation and directing that the question of such dissolution and Plan be submitted to the Member.
- FOURTH:** The Member adopted a resolution on December 31, 2022, approving dissolution of the existence of the Corporation and distribution of the remaining assets, if any, of the Corporation in accordance with the Plan.
- FIFTH:** The effective date of these Articles of Dissolution shall be the date of filing.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed on its behalf by the undersigned duly authorized officer of the Corporation on this 31st day of December, 2022.


AUSTIN J. SIMMS, President

THIS INSTRUMENT PREPARED BY:



P. Branden Gross
Dentons Bingham Greenebaum LLP
300 West Vine Street, Suite 1200
Lexington, Kentucky 40507
(859) 231-8500
branden.gross@dentons.com

EXHIBIT A

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF BLUEGRASS PHASE III DEVELOPMENT, LLC

THIS PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION (this “Plan”) of BLUEGRASS PHASE III DEVELOPMENT, LLC, a Kentucky limited liability company (the “Company”), is intended to accomplish the complete liquidation and dissolution of the Company in accordance with the Kentucky Limited Liability Company Act (the “Act”).

1. APPROVAL OF PLAN OF LIQUIDATION AND DISSOLUTION. The Members of the Company have adopted resolutions authorizing the Company to be liquidated and dissolved in accordance with this Plan.

2. WIND UP OF COMPANY’S AFFAIRS. Following the distribution of substantially all of the Company’s assets, the Members of the Company are authorized and directed to proceed, as promptly as possible, to wind up the Company’s affairs and to pay or provide for all proper debts and liabilities of the Company.

3. DISTRIBUTION OF COMPANY’S ASSETS. As soon as reasonably practicable after the completion of the actions described above, the assets of the Company shall be distributed to Lexington-Fayette Urban County Housing Authority, a Kentucky statutory corporation created pursuant to Kentucky Revised Statutes Chapter 80, or otherwise in accordance with Kentucky law.

4. OTHER ACTS AND FILINGS. The President of Lexington Home Ownership Commission, Inc., a Kentucky non-profit corporation, as Manager of the Company, is further authorized and directed to take all such actions and execute, deliver, and file all such documents and instruments as may be necessary or appropriate in order to dissolve the Company in accordance with the Act, including, but not by way of limitation, the execution of and filing with the Secretary of State of Kentucky Articles of Dissolution in accordance with the Act.

5. AMENDMENT OR ABANDONMENT OF PLAN. This Plan may be amended or abandoned at any time by the Members in accordance with the Act.