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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF MERGER  
OF  
LOUISVILLE MEDICAL CENTER DEVELOPMENT CORPORATION  
WITH AND INTO  
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

Acting pursuant to the provisions of the Kentucky Nonprofit Corporation Acts (the “Act”), the undersigned surviving corporation does hereby execute these Articles of Merger as of June 30, 2024:

**First:** The names of the corporations which are parties to the merger and their respective jurisdictions of incorporation are Louisville Medical Center Development Corporation, a Kentucky nonprofit corporation (“**LMCDC**”), and University of Louisville Real Estate Foundation, Inc., a Kentucky nonprofit corporation (“**ULREF**”). The surviving corporation to the merger is ULREF.

**Second:** The Plan of Merger is set forth in the Agreement and Plan of Merger by and between LMCDC and ULREF dated as of June 30, 2024 (the “**Plan of Merger**”). A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

**Third:** The Plan of Merger was adopted by the sole member of LMCDC and the Board of Directors of LMCDC on June 14, 2024, upon the vote of the sole member of LMCDC and a majority of the members of the Board of Directors of LMCDC.

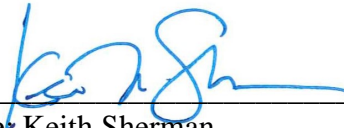
**Fourth:** ULREF has no members or no members entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of ULREF on June 14, 2024, upon the vote of a majority of the members of the Board of Directors of ULREF.

**Fifth:** These Articles of Merger shall be effective upon their filing with the Secretary of State of the Commonwealth of Kentucky.

[End of Text; Signature Page Follows]

**IN WITNESS WHEREOF**, the undersigned surviving corporation has caused these Articles of Merger to be executed as of the date first written above.

UNIVERSITY OF LOUISVILLE REAL ESTATE  
FOUNDATION, INC.

By: 

Name: Keith Sherman

Title: Executive Director and COO

**Exhibit A**

**Plan of Merger**

**AGREEMENT AND PLAN OF MERGER OF  
LOUISVILLE MEDICAL CENTER DEVELOPMENT CORPORATION  
WITH AND INTO  
UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**

This AGREEMENT AND PLAN OF MERGER (this “**Plan**”) is made and entered into as of June 30, 2024, by and between **LOUISVILLE MEDICAL CENTER DEVELOPMENT CORPORATION**, a Kentucky nonprofit corporation (“**LMCDC**”), and **UNIVERSITY OF LOUISVILLE REAL ESTATE FOUNDATION, INC.**, a Kentucky nonprofit corporation (“**ULREF**”).

WHEREAS, the Board of Directors of LMCDC and the Board of Directors of ULREF, on behalf of ULREF and in ULREF’s capacity as the sole member of LMCDC, have determined that it is advisable and in the best interest of LMCDC and ULREF, respectively, to enter into this Plan, pursuant to which LMCDC would be merged with and into ULREF; and

WHEREAS, the Board of Directors of LMCDC and the Board of Directors of ULREF, on behalf of ULREF and in ULREF’s capacity as the sole member of LMCDC, have consented to, approved and adopted this Plan, and have authorized its execution.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein and for other good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agree as follows:

**ARTICLE I  
TERMS AND CONDITIONS OF MERGER**

1.1. **Entities Participating in the Merger.** The names of the merging entities are Louisville Medical Center Development Corporation, a Kentucky nonprofit corporation, and University of Louisville Real Estate Foundation, Inc., a Kentucky nonprofit corporation. The surviving entity will be University of Louisville Real Estate Foundation, Inc., a Kentucky nonprofit corporation.

1.2. **Merger.** Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), LMCDC shall be merged with and into ULREF in accordance with the Kentucky Nonprofit Corporation Acts (the “**Act**”) (the “**Merger**”). The effect of the Merger will be as provided in KRS 273.291 of the Act.

1.3. **Approvals.** This Plan was duly authorized and approved by the Board of Directors of LMCDC and the Board of Directors of ULREF, on behalf of ULREF and in ULREF’s capacity as the sole member of LMCDC, in accordance with KRS 273.283 of the Act and their respective bylaws.

1.4. **Surviving Entity.** ULREF shall be the surviving entity resulting from the Merger and shall continue to be governed by the laws of the Commonwealth of Kentucky. The separate existence and organization of LMCDC shall cease at the Effective Time.

1.5. **Effective Time.** The Merger contemplated by this Plan shall become effective at the time and on the date stated in the Articles of Merger to be filed with the Kentucky Secretary of State (the “**Effective Time**”).

## **ARTICLE II GOVERNING DOCUMENTS**

2.1. **Articles of Incorporation.** The Articles of Incorporation of ULREF in effect immediately prior to the Effective Time of the Merger shall continue as the Articles of Incorporation of ULREF, as the surviving entity, after the Effective Time of the Merger until otherwise amended.

2.2. **Bylaws.** The Bylaws of ULREF in effect immediately prior to the Effective Time of the Merger shall continue as the Bylaws of ULREF, as the surviving entity, after the Effective Time of the Merger until otherwise amended.

2.3. **Directors.** The directors of ULREF immediately prior to the Effective Time of the Merger shall continue as the directors of ULREF, the surviving entity, after the Effective Time of the Merger until otherwise changed.

2.4. **Officers.** The officers of ULREF immediately prior to the Effective Time of the Merger shall continue as the officers of ULREF, the surviving entity, after the Effective Time of the Merger until otherwise changed.

## **ARTICLE III GENERAL PROVISIONS**

3.1. **Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky, without regard to its choice of law principles.

3.2. **Section Headings.** Section headings are used in this Plan for convenience only and are to be ignored in the construction of the terms of this Plan.

3.3. **Counterparts.** This Plan may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. The exchange of copies of this Plan and of signature pages by facsimile transmission or other electronic means will constitute effective execution and delivery of this Plan as to the parties and may be used in lieu of the original Plan for all purposes. Signatures of the parties transmitted by facsimile or other electronic means will be deemed to be their original signatures for any purpose whatsoever.

[End of Text; Signature Page Follows]

**IN WITNESS WHEREOF**, the parties hereto have executed this Plan as of the date first written above.

**“LMCDC”:**

**LOUISVILLE MEDICAL CENTER  
DEVELOPMENT CORPORATION**  
a Kentucky nonprofit corporation

By:   
Name: Keith Sherman  
Its: Chairman

**“ULREF”:**

**UNIVERSITY OF LOUISVILLE REAL  
ESTATE FOUNDATION, INC.**  
a Kentucky nonprofit corporation

By:   
Name: Keith Sherman  
Its: Executive Director and COO