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ADD**Michael G. Adams**
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION
OF
ELMCROFT PROPERTIES, LLC

The undersigned, serving as the organizer, pursuant to KRS Chapter 275, hereby executes and files the following Articles of Organization for the purpose of forming a Kentucky nonprofit limited liability company under the Kentucky Limited Liability Company Act:

ARTICLE I

NAME

The name of the limited liability company shall be Elmcroft Properties, LLC (the "Company").

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of the Company shall be located at 306 W. Main Street, Suite 512, Frankfort, Kentucky 40601. The name of the Company's initial registered agent at that office shall be C T Corporation System.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Company shall be PO Box 6921, Louisville, Kentucky 40206.

ARTICLE IV

STATEMENT OF MANAGEMENT

The affairs of the Company are to be managed by a manager or managers, subject to the provisions of the Company's operating agreement.

ARTICLE V

PURPOSE

The Company is a nonprofit limited liability company. The Company is organized and operated exclusively for charitable purposes, including charitable, religious, and educational purposes, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and with the charitable purposes of its member or members identified in the Company's operating agreement.

In carrying out its purpose, the Company shall have all the powers allowed limited liability companies by KRS Chapter 275; *provided, however*, that the Company shall not have or exercise any power inconsistent with or prohibited by these Articles of Organization.

The Company shall be organized and shall be operated exclusively for charitable purposes, consistent with Section 501(c)(3) of the Code, and no part of the Company's earnings shall inure to the benefit of, or be distributable to, any private person or individual. The Company shall not engage in any activity prohibited by Section 501(c)(3) of the Code.

No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor will the Company participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Any other provision of these Articles of Organization to the contrary notwithstanding, the Company shall, if the following provisions of law ever become applicable to it: (i) not engage in any act of self-dealing as defined in Section 4941 of the Code; (ii) distribute its income for each fiscal year at such time and in such manner so as to not be subject to the tax imposed by Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4943 of the Code; (iv) not make any investments in such manner as to subject the Company to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE VI

DISSOLUTION

In the event of the dissolution of the Company, following the payment, satisfaction and discharge of its liabilities, all of the Company's remaining assets and properties shall be distributed to its member or members identified in the Company's operating agreement, or any successor thereto, provided such organization or organizations, at such time, qualifies for exemption under Section 501(c)(3) of the Code. In the event the Company's member or members, or any successor thereto, does not so qualify, the Company's remaining assets and properties shall be distributed to one or more organizations then qualified under Section 501(c)(3) of the Code, as approved by the Company's manager or managers.

ARTICLE VII

AMENDMENT

These Articles of Organization may not be amended without the approval of the Company's member or members identified in the Company's operating agreement.

[End of text; signature page follows]

The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of Elmcroft Properties, LLC.

Executed by the undersigned this 9th day of April, 2025.

By: Dwight Vincent
Dwight Vincent, Organizer

CONSENT OF INITIAL REGISTERED AGENT

The undersigned, being the initial registered agent identified in Article II of the Articles of Organization of Elmcroft Properties, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as its appointment is terminated or until the undersigned resigns.

C T CORPORATION SYSTEM

By: Laura R Broderick
Laura Broderick, Assistant Secretary