



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
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Articles of Dissolution

Non-profit Corporation

Please note: Filing this form with the Office of the Secretary of State does not ensure the dissolution of the business entity is complete. Filers are encouraged to seek the advice of a professional prior to filing Articles of Dissolution.

NPD

Pursuant to the provisions of KRS 14A and KRS 273.313, the undersigned corporation executes the following articles of dissolution:

I. The name of the non-profit corporation is Jefferson County VOA Living Center, Inc.
(The name must be identical to the name on record with the Secretary of State.)

II. The date the dissolution was authorized: October 25, 2019

III. The dissolution was approved by: (check only one)

[ ] Members

[x] Board of directors as outlined in 273.313(d)

IV. If members were entitled to vote on the dissolution, either individually or by group, state:

- a) Number of votes entitled to be cast on the proposal to dissolve
and b) The number of votes cast for dissolution
c) The number of votes cast against dissolution

or d) The total number of undisputed votes cast for dissolution was, a number sufficient for approval.

V. If the dissolution was approved by the board of directors, you hereby affirm that no members were entitled to vote upon the dissolution and that the motion to dissolve received the affirmative vote of a majority of the directors in office.

The meeting date of the Board of Directors at which the resolution to dissolve was adapted was: October 25, 2019.

VI. A copy of the plan of distribution must be filed with this form.

VII. These articles will be effective upon filing.

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

Peter J. Desjardins
Signature of Authorized Representative

Peter Desjardins
Printed Name

Asst. Secretary
Title Date

Resolution #10252019.11  
Board of Directors  
**JEFFERSON COUNTY VOA**  
**LIVING CENTER, INC. (the "Corporation")**  
October 25, 2019

*Sale of Woodgreen Apartments*

**WHEREAS**, the Corporation is the owner of Woodgreen Apartments in Kentucky and all associated assets (the "Property"); and

**WHEREAS**, HARMONY HOUSING ADVISORS, INC. and/or one of its affiliated entities (the "Purchaser") is under contract to purchase the Property pursuant to a real estate purchase and sale agreement; and

**WHEREAS**, the Corporation seeks to sell the Property to the Purchaser; and

**WHEREAS**, the Board of Directors of the Corporation (the "Board") deems it to be in the best interest of the Corporation to sell the Property to the Purchaser within the applicable requirements, regulations, notices and statutes of HUD, and/or any other party governing such actions.

**NOW THEREFORE, BE IT RESOLVED** as follows:

1. The Corporation authorizes the sale and/or transfer of the Property to the Purchaser, subject to the consent of any other parties with approval rights of the transactions contemplated herein. The sale and/or transfer of the Property may occur as a fee simple transfer or a membership interest transfer, in the discretion of the officers of the Corporation.
2. The Corporation shall seek HUD approval for the prepayment of the existing debt in connection with the sale of the Property. In addition, the Corporation shall seek any required approval of the transfer and/or sale of the Property to the Purchaser from the appropriate office of HUD and any other lender and/or government agency involved in the financing of the Property. The Board of Directors authorizes the Corporation to participate and submit any necessary documents to HUD in order to obtain HUD's approval through a Transfer of Physical Assets ("TPA") or any other process by which HUD requires to obtain its approval.
3. Any Officer of the Corporation, acting singly, is hereby authorized to take any actions necessary to fully effectuate the foregoing, including, without limitation, negotiating and finalizing the purchase price, if any, of the Property.
4. The Corporation shall assign to Volunteers of America National Services and/or one of its affiliated entities, in the discretion of the officers of the Corporation, all of the net proceeds, if any, received from the sale/transfer of the Property.

5. After the transfer of the Property, once officers of the Corporation determine that the Corporation no longer has any ownership of the Property or remaining assets or functions, the officers of the Corporation are authorized to wind up the affairs of and dissolve the Corporation in accordance with state law.
6. The Directors hereby approve such amendments to the organizational documents of the Corporation, if necessary, in order to effectuate the transactions contemplated herein and the filing of any paperwork with the Secretary of State, or similar state agency, to transfer the Property and then to dissolve the Corporation once the Property has been sold/transferred.
7. The President, Vice President, Secretary, Treasurer, Assistant Secretary or any other duly-elected officer of the Corporation, acting singly, is authorized to execute and deliver any instruments on behalf of the Corporation to carry out all of the transactions described herein.
8. The officers of the Corporation are hereby authorized, directed and empowered, acting on behalf of the Corporation, to take all other actions to transfer, assign or sell the Property to the Purchaser or one of its affiliates or assigns and to wind up the affairs and effectuate the dissolution of the Corporation.
9. All other actions of the directors, officers, agents, and employees of the Corporation, taken in conformity with the purposes and intent of the foregoing preambles and resolutions and in furtherance of carrying out the transactions contemplated herein, are hereby in all respects ratified, approved, and confirmed.

I, the undersigned, hereby certify that the foregoing is a true copy of the Resolutions adopted by the Directors on the above mentioned date.



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Sharon Wilson Geno,  
Asst. Secretary/Treasurer

10/25/19

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Date