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Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DAY SPRING AUDUBON, LLC**

Pursuant to the provisions of KRS 275.030 and KRS 275.035, Day Spring Audubon, LLC, a Kentucky limited liability company (the “**Company**”) hereby adopts the following Amended and Restated Articles of Organization:

FIRST: The name of the limited liability company is Day Spring Audubon, LLC.

SECOND: The text of the Amended and Restated Articles of Organization, which shall amend, restate, replace and supersede all of the provisions of the original Articles of Organization and all amendments thereto, in their entirety, is as follows:

**ARTICLE 1
NAME**

The name of the limited liability company is Day Spring Audubon, LLC (the “**Company**”).

**ARTICLE 2
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Company is located at 3430 Day Spring Court, Louisville, Kentucky 40213. The name of the Company’s registered agent at that office is Lauren Hays.

**ARTICLE 3
PRINCIPAL OFFICE**

The mailing address of the principal office of the Company is 3430 Day Spring Court, Louisville, Kentucky 40213.

**ARTICLE 4
STATEMENT OF MANAGEMENT**

The affairs of the Company are managed by its member, subject to the terms of the Company’s Operating Agreement.

ARTICLE 5

PURPOSE

The Company is a nonprofit limited liability company. The Company is organized and operated exclusively for charitable purposes, including charitable, scientific or 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 Day Spring, Inc., or its successor.

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 6 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 Day Spring, Inc., or its successor, provided such organization at such time qualifies for exemption under Section 501(c)(3) of the Code. In the event Day Spring, Inc., or its successor, does not so qualify at such time, 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(s) and by University of Louisville Real Estate Foundation, Inc. or its successor.

ARTICLE 7

AMENDMENT

These Articles of Organization may not be amended without the approval of Day Spring, Inc., or its successor.

[End of Text]

THIRD: The undersigned hereby certifies that the foregoing constitutes the Amended and Restated Articles of Organization of Day Spring Audubon, LLC, and that the Amended and Restated Articles of Organization were duly adopted by the Company's sole member as of October 19, 2023.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

Executed by the undersigned as of October 24 2023.

DAY SPRING INC.

By: Margaret H. Barrett
Margaret H. Barrett, Secretary

CONSENT OF REGISTERED AGENT

The undersigned having been named in these Amended and Restated Articles of Organization as the registered agent of the limited liability company, hereby consents to serve in that capacity.

Lauren Hays
Lauren Hays