

**ARTICLES OF MERGER
OF
YANIR APARTMENTS, LLC
INTO
YANIR APARTMENTS II, LLC**

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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
11/9/2023 12:10 PM
Fee Receipt: \$50.00

Pursuant to applicable provisions of Kentucky law, the undersigned limited liability companies hereby adopt the following **Articles of Merger**:

FIRST: The names of the Constituent Entities are **Yanir Apartments, LLC**, a Kentucky limited liability company, and **Yanir Apartments II, LLC**, a Kentucky limited liability company.

SECOND: A copy of the **Plan of Merger** is attached hereto and made a part hereof as **Exhibit A**.

THIRD: The name of the Surviving Entity shall be **Yanir Apartments II, LLC**.

FOURTH: The Plan of Merger was duly authorized and unanimously approved by each of the Constituent Entities in accordance with the provisions of the Kentucky Limited Liability Company Act and the Kentucky Business Corporation Act.

FIFTH: **Yanir Apartments, LLC** is a manager-managed limited liability company organized under the laws of the Commonwealth of Kentucky; **Yanir Apartments II, LLC** is a member-managed limited liability company organized under the laws of the Commonwealth of Kentucky.

SIXTH: The merger shall be effective at the close of business on the day that these Articles of Merger are filed with the Kentucky Secretary of State.

IN WITNESS WHEREOF the parties hereto have executed these Articles of Merger this 8th day of November, 2023.

YANIR APARTMENTS, LLC
a Kentucky limited liability company

By: Tamar R. Schwartz
Tamar R. Schwartz, Member

By: Michal R. Kruger
Michal R. Kruger, Member

YANIR APARTMENTS II, LLC
a Kentucky limited liability company

By: Tamar R. Schwartz
Tamar R. Schwartz, Member

By: Michal R. Kruger
Michal R. Kruger, Member

This instrument was prepared by:

Rand E. Kruger
Rand E Kruger
Kruger & Schwartz
3339 Taylorsville Road
Louisville, KY 40205
(502) 485-9200

EXHIBIT A

PLAN OF MERGER

**Between
YANIR APARTMENTS, LLC
and
YANIR APARTMENTS II, LLC**

THIS PLAN OF MERGER (“Plan of Merger”) is made and entered into as of the 8th day of November, 2023, by and between **YANIR APARTMENTS, LLC (“Yanir”)**, a manager-managed Kentucky limited liability company and **YANIR APARTMENTS II, LLC (“Yanir II”)**, a member-managed limited liability company.

ARTICLE 1 Merger Events

1.1 Merger of Yanir with and into Yanir II

Subject to the terms and conditions of this Plan of Merger, Yanir shall be merged with and into Yanir II, effective as of **12:01 a.m. on November 9, 2023** upon filing of the Articles of Merger with the Secretary of State of the Commonwealth of Kentucky (the “**Effective Time**”), following the filing of appropriate Articles of Merger with the Secretary of State of the Commonwealth of Kentucky so that the effective date of the Merger shall be **November 8, 2023** (the “**Effective Date**”). **The separate legal existence of Yanir shall thereupon cease; Yanir II shall be the surviving limited liability company; and the separate legal existence of Yanir II with all its purposes, objects, rights, privileges, powers, franchises and interests shall continue unaffected and unimpaired by the Merger.** The Merger shall be pursuant to the provisions of, and with the effect provided in, the Kentucky Limited Liability Company Act. Limited liability is retained by Yanir II.

1.2 Effect of Merger

(a) Assets. Actions and Proceedings. At and after the Effective Time, Yanir II shall possess all of the respective rights, privileges, powers, franchises and interests of Yanir in and to every type of property (real, personal, and mixed), including, without limitation, Promissory Notes, and choses in action all of which shall be transferred to, and vested in, Yanir II by virtue of the Merger without any deed or other transfer and without reversion of impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against Yanir may be continued as if the Merger did not occur, or Yanir II may be substituted in the proceeding for Yanir.

1.3 Additional Actions.

If at any time after the Effective Time, Yanir II shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (1) vest, perfect or confirm of record or otherwise, in Yanir II its rights, title or interest in, to or under any of the rights, properties or assets of Yanir acquired or to be acquired by Yanir II as a result of, or in connection with the Merger; or (2) otherwise carry out the purposes of this Plan of Merger, the Members of Yanir shall be deemed to have granted to Yanir II an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments, and assurances in law; (b) do all acts necessary or proper to vest perfect or confirm title to and

possession of such rights, properties or assets in Yanir II; and (c) otherwise carry out the purposes of this Plan of Merger. The Manager of Yanir II is fully authorized in the names of Yanir or otherwise to take any and all such actions.

ARTICLE 2

Member Interest Conversion

2.1 Conversion of Member Interests

(a) Conversion of Yanir.

(i) Through calendar year 2022, under that certain Operating Agreement of Yanir dated effective November 6, 2007 (the “Yanir Operating Agreement”), one hundred percent (100%) of the Percentage Interests of the Company was vested in one Member, and therefore Yanir is a disregarded entity for federal tax purposes when filing the Yanir tax return. For Calendar year 2023, however, the sole Member died, and pursuant to that certain Transfer Agreement dated July 14, 2023, agreed to by the parties hereto, her 100% Percentage Interests were inherited by equally by her two (2) heirs. Since the individual members of the Merging Entities already own one hundred percent (100%) of all of the Percentage Interests of Yanir and Yanir II, at and after the Effective Time the Percentage Interests of each of the Merging Entities which were previously issued and outstanding to their respective members, shall be disregarded as a result of the merger. At the Effective Time, the Capital Account of each Member of Yanir II shall be equal to their ownership of Yanir and remain the same.

ARTICLE 3

Articles, Operating Agreement, Managers

3.1 Operating Agreement

Immediately following the Effective Date, the Yanir II Operating Agreement as further amended and restated effective as of July 14, 2023, shall be the Amended and Restated Operating Agreement of the surviving company, Yanir II.

3.2 Manager

Immediately following the Effective Date, Yanir II, as the surviving company, shall become Manager-Managed and the Co-Managers of Yanir II, as the surviving company, shall be as follows: Tamar R. Schwartz and Michal R. Kruger.

ARTICLE 4

Miscellaneous Provisions

4.1 Governing Law

This Plan of Merger shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky.

4.2 Amendment

This Plan of Merger may be amended or supplemented at any time by action of the Managers of Yanir II, subject to the approval and adoption of any such amendment or supplement by a Majority-in-Interest of the Members of Yanir II.

4.3 Captions and Headings

The captions and headings throughout this Plan of Merger are for Convenience and reference only, and the words contained in such captions and headings shall in no way be held or deemed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provisions or the scope or intent of this Plan of Merger, nor in any way affect this Plan of Merger.

4.4 Counterparts

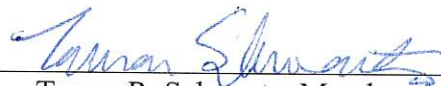
This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.


4.5 Abandonment

The Merger may be abandoned at any time prior to the Effective Date by action of the Managers of any of the Constituent Companies.

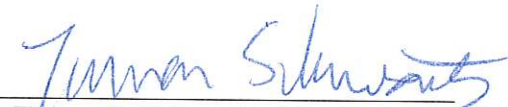
IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on their behalf by their duly authorized officers, as of the day and year first above written.

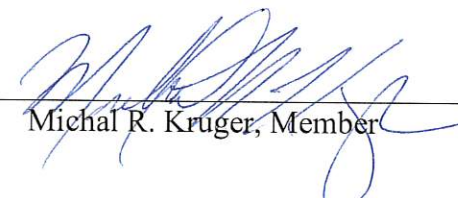
YANIR APARTMENTS, LLC,
a Kentucky limited liability company

By: 
Tamar R. Schwartz, Member

By: 
Michal R. Kruger, Member

YANIR APARTMENTS II, LLC,
a Kentucky limited liability company

By: 
Tamar R. Schwartz, Member

By: 
Michal R. Kruger, Member