

0498045.06 mmoore
ADD
Michael G. Adams
Kentucky Secretary of State
Received and Filed:
9/3/2024 3:31 PM
Fee Receipt: \$40.00

ARTICLES OF CONVERSION
OF
MASONIC RETIREMENT VILLAGE OF TAYLOR MILL

The undersigned, desiring to form a non-profit limited liability company under the provisions of KRS 14A and KRS 275, the undersigned applies to qualify and for the purpose submits the following statements:

ARTICLE I
NAME OF NON-PROFIT LIMITED LIABILITY COMPANY

The name of the non-profit limited liability company is Masonic Retirement Village of Taylor Mill, LLC (the “Company”).

ARTICLE II
INITIAL REGISTERED AGENT

The address of the initial registered agent of the Company in Kentucky is:

Dressman Benzinger LaVelle, psc
109 East Fourth Street
Covington, KY 41011,

and the name of the initial statutory agent at such address is Mathew R. Klein.

ARTICLE III
PRINCIPAL OFFICE

The mailing address of the principal office of the Company is:

330 Masonic Home Drive
Masonic Home, KY 40041

ARTICLE IV
MANAGEMENT

The business and affairs of the Company shall be managed by its Member.

ARTICLE V
PURPOSES AND POWERS

The Company is organized to provide quality housing to Kentucky Masons, wives, widows and members of the general public; and, to provide other services as may be determined by the Member.

The Company is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Company is also authorized to do any and all things, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Company is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of KRS 275, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Code.

ARTICLE VI **DECLARATION OF CONVERSION**

The Company is the resulting entity following the conversion from a Kentucky non-profit corporation. The name of the converted entity was Masonic Retirement Village of Taylor Mill, Inc. (“Converted Entity”). The Converted Entity did not have any issued or outstanding shares of stock. The conversion was unanimously approved by the Converted Entity’s Board of Directors.

The Company’s sole Member is an organization qualified under Section 501(c)(3) of the Code.

ARTICLE VII **TERMINATION OF THE COMPANY**

If, at any time, the Company dissolves, the assets of the Company shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Company shall be paid and discharged, or adequate provision made therefore: and
- (b) All of the remaining assets of the Company shall be distributed to the Member, a nonprofit company exempt from federal income tax under Section 501(c)(3) of the Code.

Executed by the Organizer on August 30, 2024.

A handwritten signature in black ink, appearing to read "Mathew R. Klein". The signature is written in a cursive style with a horizontal line extending from the end.

Mathew R. Klein, Organizer

I, Mathew R. Klein, consent to serve as the Registered Agent on behalf of the limited liability company.

A handwritten signature in black ink, appearing to read "Mathew R. Klein". The signature is written in a cursive style with a horizontal line extending from the end.

Mathew R. Klein, Registered Agent

Date: August 30, 2024