

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
515 BUILDING, LLC**

Pursuant to the provisions of KRS 275.030 and KRS 275.035, 515 Building, 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 515 Building, 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 515 Building, LLC (the “**Company**”).

**ARTICLE 2  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Company is located at 400 West Market Street, Suite 2000, Louisville, Kentucky 40202. The name of the Company’s registered agent at that office is WT&C Corporate Services, Inc.

**ARTICLE 3  
PRINCIPAL OFFICE**

The mailing address of the principal office of the Company is 215 Central Avenue, Suite 212, Louisville, Kentucky 40208.

**ARTICLE 4  
STATEMENT OF MANAGEMENT**

The affairs of the Company are managed by its manager(s), 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 University of Louisville Real Estate Foundation, 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 University of Louisville Real Estate Foundation, Inc., or its successor, provided such organization at such time qualifies for exemption under Section 501(c)(3) of the Code. In the event University of Louisville Real Estate Foundation, 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 University of Louisville Real Estate Foundation, Inc., or its successor.


[End of Text]

**THIRD:** The undersigned hereby certifies that the foregoing constitutes the Amended and Restated Articles of Organization of 515 Building, LLC, and that the Amended and Restated Articles of Organization were duly adopted by the Company's sole member as of January 25, 2023.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

Executed by the undersigned as of January 25, 2023.

UNIVERSITY OF LOUISVILLE REAL ESTATE  
FOUNDATION, INC., its Manager

By:   
Keith Sherman, Executive Director and COO