Michael G. Adams Kentucky Secretary of State AMENDED AND RESTATED ARTICLES OF INCORP Received and Filed: OF FARMDALE ADULT CITIZENS TOWERS II. I

7/18/2022 11:59 AM Fee Receipt: \$16.00

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Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is Farmdale Adult Citizens Towers II, Inc.

2. The Corporation's Articles of Incorporation are amended as follows:

Article I relating to the name, address, principal office and registered agent is (A) amended in its entirety to read as follows:

- (a) The name of the corporation shall be Baton Rouge Village, Inc., (hereinafter sometimes referred to as the "Corporation"). The address is 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120.
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation is 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120.
- (d) The registered office and registered agent of the Corporation is Corporation Service Company: 421 West Main Street / Frankfort, KY 40601.

Article IV(4) relating to distribution of assets upon dissolution is amended in its **(B)** entirety to read as follows:

> "In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for, nonprofit purposes similar to those of the Corporation and pursuant to IRS Code 501(c)(3) and subsequent rulings or amendments pertaining thereto: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development."

(C) The information regarding the original directors and terms included in Article V is omitted and the rest of Article V relating to director and officer information is amended to read in its entirety as follows except that the information regarding the original directors and term is omitted:

"The number of directors of the Corporation shall be not less than seven (7) and no more than fifteen (15).

The officers of the Corporation as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting of the Corporation.

The annual meeting shall be held as provided in the Bylaws of the Corporation."

3. The Board of Directors adopted these amendments on May 24, 2022.

4. The amendments were approved by vote of a majority of directors in office since there are no members entitled to vote.

5. This application will be effective upon filing.

[SIGNATURE PAGE FOLLOWS]

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

Dated: <u>June 10</u>, 2022

DocuSigned by 6/10/2022

Name: Joshua Hammond Title: president