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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JAN 31 1979

Joseph P. Davis
SECRETARY OF STATE

ARTICLES OF AMENDMENT

of

UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

At a regular meeting of the board of directors of University of Louisville Medical School Fund, Inc., a nonprofit corporation without members, organized under Chapter 273 of the Kentucky Revised Statutes, held on July 27, 1978, at 9:00 a.m. at the office of the Dean of the School of Medicine in the Health Sciences Center of the University of Louisville in the City of Louisville, Kentucky, the following amendments to the Articles of Incorporation were unanimously adopted by said board of directors.

(1) Article 5.1 of the Articles of Incorporation is hereby amended to read as follows:

5.1 The board of directors shall consist of ten directors, determined as follows, each of whom shall have one vote:

President of the University of Louisville - Ex Officio

Vice President of Health Affairs of the University of Louisville - Ex Officio

Dean of the School of Medicine of the University of Louisville - Ex Officio

Chairman of the Board of Trustees of the University of Louisville - Ex Officio

Two additional members of the Board of Trustees, designated by the Chairman of the Board of Trustees of the University of Louisville

Three persons from the University of Louisville Medical School faculty, who shall be participating members of the Professional Practice Plan shall be elected, each for a three-year term, provided that the board of directors shall provide a method by which the first three directors so elected shall

serve one, two and three year terms, respectively, so that in each successive year only one new director in this category shall be elected.

One person from the University of Louisville Medical School faculty who shall be a participating member of the Professional Practice Plan and also a member of the pre-clinical or basic science faculty shall be elected for a one-year term.

The names and addresses of the members of the first board of directors are: (No change in the list of names which follows in the original Articles of Incorporation.)

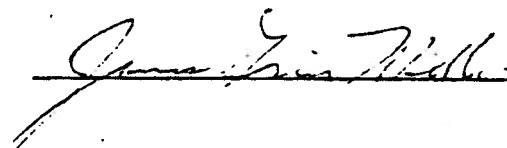
(2) Article 5.2 of the Articles of Incorporation is hereby amended to read as follows:

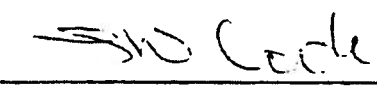
5.2 The terms of the members of the board of directors shall be based on the fiscal year of the University of Louisville Medical School.

* * * * *

At the time of the adoption of the above amendments the board of directors of University of Louisville Medical School Fund, Inc. also unanimously adopted a resolution that the said amendments would be effective and would be filed in the Secretary of State's office and in the office of the County Court Clerk of Jefferson County, Kentucky immediately after the adoption by the Board of Trustees of the University of Louisville of an amendment to the University of Louisville School of Medicine Professional Practice Plan, originally approved by said Board of Trustees on June 23, 1975, which amendment would bring the Professional Practice Plan, insofar as it refers to the board of directors of the University of Louisville Medical School Fund, Inc., into conformity with the above amendments.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names at Louisville, Kentucky, this 30th day of October, 1978.


Chairman


Secretary

Verification

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, David L. Baker, a notary public, do hereby certify that on this 30th day of October, 1978, personally appeared before me James G. Miller, who, being by me first duly sworn, declared that he is the Chairman of the University of Louisville Medical School Fund, Inc., that he signed the foregoing Articles of Amendment and that the statements therein contained are true.

David L. Baker
Notary Public

My commission expires: July 27, 1980

These Articles of Amendment were prepared by Henry R. Heyburn, 1600 Citizens Plaza, Louisville, Kentucky 40202.

Henry R. Heyburn

UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL FUND, INC.

ARTICLES OF INCORPORATION

1. Name

1.1 The name of the corporation shall be the University of Louisville Medical School Fund, Inc.

2. Duration

2.1 The corporation shall have perpetual existence unless terminated by a majority vote of the Board of Directors.

3. Purposes

3.1 The corporation is organized under the Kentucky Non-Profit Corporation Act exclusively for the purpose of benefiting and furthering the academic endeavors of the University of Louisville School of Medicine, including in such purpose the provision of financial support for the Medical School's teaching, research and service programs and financial support for the personnel and equipment necessary for such programs.

3.2 It is intended that the corporation shall carry out its purposes as an organization described in Section 509(a)(3) of the Internal Revenue Code of 1954 and in this connection will maintain a significant involvement in the affairs of the Medical School; and it is further intended that, notwithstanding any other provision in these articles, the corporation is prohibited

from engaging in any activity that would prevent it from being treated as an organization described in Section 501(c)(3) of the said Internal Revenue Code.

3.3 The Board of Trustees of the University of Louisville, on June 23, 1975, adopted the University of Louisville School of Medicine Professional Practice Plan, referred to in these articles of incorporation as the "Plan". Under the terms of that Plan a portion of the professional practice income, if any, of each member of the Medical School faculty is, as a condition of faculty employment, apportioned and paid to this corporation to be used for the purposes of medical teaching, research and services described herein; and to assist in carrying out the overall purposes of the corporation, three members of the Medical School faculty are to be directors of this corporation.

3.4 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distri-

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bution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or, (c) a corporation exempt from regulation as a private foundation under Section 509(a)(3) of the Internal Revenue Code of 1954.

(All references in these articles of incorporation to any section of the Internal Revenue Code of 1954 shall include the corresponding provision of any future United States Internal Revenue law.)

4. Registered Office and Agent

4.1 The address of the corporation's initial registered office shall be Health Sciences Center, University of Louisville, 500 South Preston Street, Louisville, Kentucky 40202.

4.2 The name of the corporation's initial registered agent at that address shall be James G. Miller, M.D., Ph.D.

5. Board of Directors and Officers

See 1/31/79 Amended
5.1 The board of directors shall consist of nine members, determined as follows, each of whom shall have one vote:

President of the University of Louisville - Ex Officio

Vice President for Health Affairs of the University of Louisville - Ex Officio

Dean of the School of Medicine of the University of Louisville - Ex Officio

Chairman of the Board of Trustees of the University of Louisville - Ex Officio

omit
Time
Two additional members of the Board of Trustees, designated by the Chairman of the Board of Trustees of the University of Louisville

1/1/68 - 3 yrs
for look
at
names
omit
Three persons from University of Louisville Medical School faculty who are participating members of the Plan, elected annually by a majority vote of the full-time faculty members contributing to the Plan

The names and addresses of the members of first board of directors are:

omit
omit
omit
James G. Miller, M.D., Ph.D.
President, University of Louisville
Health Sciences Center
500 South Preston Street
Louisville, Kentucky 40202

Harold E. Boyer, D.D.S., M.Sc.
Vice President for Health Affairs
University of Louisville
Health Sciences Center
500 South Preston Street
Louisville, Kentucky 40202

Arthur H. Keeney, M.D., D.Sc.
Dean, School of Medicine
University of Louisville
Health Sciences Center
500 South Preston Street
Louisville, Kentucky 40202

Frank C. Campbell
Chairman, Board of Trustees
University of Louisville
Louisville Water Company
435 South Third Street
Louisville, Kentucky 40202

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Scott Miller, Jr.
602 Louisville Trust Building
One Riverfront Plaza
Louisville, Kentucky 40202

Ben J. Talbott
501 South Second Street
Louisville, Kentucky 40202

William P. VonderHaar, M.D.
801 Barret Avenue
Louisville, Kentucky 40204

Henry D. Garretson, M.D., Ph.D.
University of Louisville School of Medicine
Health Sciences Center
500 South Preston Street
Louisville, Kentucky 40202

John T. Queenan, M.D.
University of Louisville School of Medicine
Health Sciences Center
500 South Preston Street
Louisville, Kentucky 40202

3 from faculty

(4 after 1979)

See amend 1/31/79

5.2 The elected members of the board of directors shall serve for terms of one year, which, unless otherwise provided in the bylaws, shall be ^{the} fiscal year of the University of Louisville Medical School.

5.3 If a vacancy occurs among the members of the board of directors designated by the chairman of the board of trustees or elected by the contributing members of the Plan, the chairman of the board of the corporation shall promptly give notice that the vacancy exists and the person or persons responsible shall choose a successor.

5.4 Members of the board of directors may succeed themselves.

REC'D

5.5 The person designated by the board of trustees of the University of Louisville as acting President, acting Vice-President for Health Affairs; or acting Dean of the Medical School shall serve as a member of the board of directors until a permanent officer is elected.

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5.6 The President of the University of Louisville shall be Chairman and the Vice-President for Health Affairs shall be Vice-Chairman of the corporation; and the board of directors shall elect a secretary, a treasurer, which offices may be combined, and such other officers as it determines to be necessary.

5.7 If at any time fifty percent (50%) or more of the voting power of the board of directors is in the hands of individuals who are disqualified persons, as defined in Section 509 (a) (3) (c) and Section 4946 of the Internal Revenue Code of 1954, as many positions on the board of directors shall immediately and automatically become vacant as is necessary to give voting control to other than disqualified persons. Among several disqualified directors, removal from the board of directors shall be determined by first removing the disqualified directors, and those who have the shortest term of service shall be removed first. If a person serving as director by virtue of his office must be removed, the remaining members of the board shall elect his successor.

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6. No Members

6.1 The corporation shall have no members. ✓✓✓

7. Dissolution

7.1 Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of its liabilities, convey all of its assets to the University of Louisville Foundation, Inc., a nonprofit corporation, to be used for medical education and research, and if the University of Louisville Foundation is no longer in existence, to the University of Louisville School of Medicine, to be used for medical education and research; and if the University of Louisville no longer operates a School of Medicine, to the University of Louisville to be used for such educational purposes as its governing body may direct with preference to be given to the health sciences; and if the University of Louisville is not in existence, to the Commonwealth of Kentucky to be used for medical education and research; and if the Commonwealth of Kentucky is unable or unwilling to accept the assets, the board of directors shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue

Code of 1954, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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8. Powers of the Corporation

8.1 The corporation shall have all powers set forth in the Kentucky Nonprofit Corporation Act, including the power to raise, receive, hold, expend and use money and property acquired by grant, gift, bequest or devise, and money paid to it pursuant to the University of Louisville School of Medicine Professional Practice Plan, provided however, that it may only engage in activities which benefit and support the University of Louisville School of Medicine as outlined in Section 3 (Purposes) of these articles.

9. Incorporator

9.1 The incorporator is James G. Miller, Health Sciences Center, University of Louisville, 500 South Preston Street, Louisville, Kentucky 40202.

IN WITNESS WHEREOF, the incorporator has subscribed his name at Louisville, Kentucky this 9th day of October, 1975.

James G. Miller

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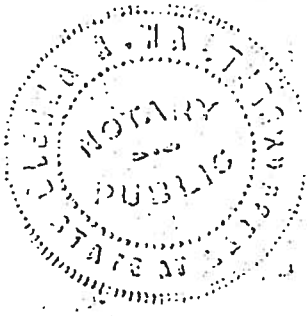
STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

The undersigned, a notary public in and for the State and County aforesaid, hereby certifies that the foregoing Articles of Incorporation of University of Louisville Medical School Fund, Inc. were this day produced to me at my office in said State and County by James G. Miller who executed, acknowledged and delivered the same to be his act and deed as the incorporator of the aforesaid incorporation. Witness my signature and seal of office at Louisville, Kentucky this 9th day of October, 1975.

My commission expires: _____
Notary Public, State at Large, Ky.
My Commission expires Sept. 19, 1973

Alanna R. Walters

Notary Public
Jefferson County, Kentucky



These Articles of Incorporation were prepared by Joseph B. Helm,
1600 Citizens Plaza, Louisville, Kentucky 40202.

Joseph B. Helm

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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

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Thomas R. Justice

SECRETARY OF STATE
LR

END OF DOCUMENT

Joseph B. Helm

1600 CITIZENS PLAZA
LOUISVILLE, KY 40202

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