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Sandra Perry

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
QUALITY AND CHARITY CARE TRUST, INC.

Pursuant to the provisions of KRS 273.267, the Quality and Charity Care Trust, Inc., a Kentucky non-stock, not-for-profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is the Quality and Charity Care Trust, Inc.

SECOND: The Corporation's Articles of Incorporation were amended by a consent in writing signed by all Directors entitled to vote with respect thereto and dated April 13, 1992.

THIRD: Article VIII, paragraph one, of the Corporation's Articles of Incorporation shall read as follows:

ARTICLE VIII

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's powers and authority. The Board of Directors shall consist of (a) six persons appointed by the Board of Trustees of the University who are trustees of the University, members of its staff serving at the pleasure of the Board, or a nominee of the Governor of the Commonwealth of Kentucky and (b) three other Directors, one each elected by the University of Louisville Board of Trustees from a list of three nominees submitted by the Mayor of Louisville, Jefferson County Judge Executive and Louisville and Jefferson County Board of Health, respectively. The term of each director shall be one year.

Jacquelyn D. Reid

Jacquelyn D. Reid, Chairman
Board of Directors
Quality and Charity Care
Trust, Inc.

Karen R. Howe

Karen R. Howe
Assistant Secretary
Board of Directors
Quality and Charity Care Trust, Inc.
A/2252K

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
QUALITY AND CHARITY CARE TRUST, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the Quality and Charity Care Trust, Inc., a Kentucky non-stock, not for profit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is the Quality and Charity Care Trust, Inc.

SECOND: The Corporation's Articles of Incorporation were amended by the affirmative vote of a majority of Directors of the Corporation on May 25, 1989, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.

THIRD: Article IX of the Corporation's Articles of Incorporation shall read as follows:

ARTICLE IX

Indemnification of directors, officers and agents of the Corporation may be as provided for in the By-Laws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the director to be a violation of law; or (c) or for any transaction from which the director derives an improper personal benefit.

Robert L. Stenger, Chairman
Board of Directors
Quality and Charity Care Trust, Inc.

Karen R. Howe
Assistant Secretary
Board of Directors
Quality and Charity Care Trust, Inc.

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FRANKFORT, KENTUCKY

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ARTICLES OF INCORPORATION
OF
THE QUALITY AND CHARITY CARE TRUST, INC.

I, the undersigned incorporator of The Quality and Charity Care Trust, Inc., of Jefferson County, Kentucky, do hereby incorporate a non-profit corporation without capital stock or shareholders, under the provisions of KRS 273.161 to 273.390, and for that purpose adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is The Quality and Charity Care Trust, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

Any provision of these Articles to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity which in any way contravenes or is in conflict with the provisions of Section 1 of this Article III of these Articles of Incorporation.

The objects and purposes of the Corporation and the powers it shall have and may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, educational and scientific purposes including but not limited to the provision of health care to needy persons, in such manner that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation and in such a manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. To implement the provisions of the Quality and Charity Care Trust Agreement entered into January 27, 1983 by and between the University of Louisville, Commonwealth of Kentucky, City of Louisville, Jefferson County and Humana of Virginia, Inc., including the receipt, investment and disbursement of funds as provided therein.

3. To qualify as and remain classified as an affiliated corporation of the University of Louisville pursuant to the provisions of KRS 164A.610 and exercise all rights and perform the duties as such.

4. To engage in any other activities as, in the opinion of the Board of Directors, may be incidental to, in furtherance of, or appropriate to effectuate the purposes hereinbefore expressed.

5. To engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Kentucky Revised Statutes dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporations may now or hereafter exercise, whether or not specifically set forth herein, and insofar as such may not be inconsistent with Section 1 hereof.

The foregoing Section shall be construed as powers, as well as objects and purposes, and the matters expressed in each Section shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other Section, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation nor the meaning of the general terms used in describing any such purposes and powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE IV

Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, then:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or by corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code of 1954, or in corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or under corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

In the event of a dissolution and liquidation the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

2. Assets held by the Corporation upon a condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transfered or conveyed to the University of Louisville Foundation, Inc., if that organization at the time of such transfer or conveyance is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to the University of Louisville, if that organization is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Internal Revenue Code of 1954, or in corresponding provisions of any subsequent Federal tax laws, if that organization is not (a) in existence, or (b) so described, then to the Commonwealth of Kentucky, for charitable purposes, pursuant to a plan of distribution adopted as provided by law.

ARTICLE VI

There shall be no members of the Corporation.

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ARTICLE VII

Until otherwise changed, the registered office of the Corporation shall be located at the University of Louisville, Office of University Counsel, Louisville, Kentucky 40292, and the name of its registered agent at such address is David L. Baker, University Counsel.

ARTICLE VIII

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's powers and authority. The Board of Directors shall consist of (a) six persons appointed by the Board of Trustees of the University of Louisville who are trustees of the University or members of its staff serving at the pleasure of the Board and (b) three other Directors, one each elected by the University of Louisville Board of Trustees from a list of three nominees submitted by the Mayor of Louisville, Jefferson County Judge Executive and Louisville and Jefferson County Board of Health, respectively. The term of each director shall be one year.

The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as initial directors are as follows:

Robert L. Cochran	University Staff Senate University of Louisville Louisville, Kentucky 40292
Mr. Frank Jemley III	Student Government Association University of Louisville Louisville, Kentucky 40292
George C. Lindauer, Ph.D.	University Faculty Senate University of Louisville Louisville, Kentucky 40292

ARTICLE IX

Indemnification of directors, officers, employees and agents of the Corporation may be as provided for in the By-Laws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation.

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ARTICLE X

1. The Corporation's Articles of Incorporation may be amended in the manner provided by law.

2. The Board of Directors may adopt By-Laws for the Corporation, and may amend such By-Laws.

ARTICLE XI

The name and address of the sole incorporator is as follows:

Donald C. Swain — Office of the President
University of Louisville
Louisville, Kentucky 40292

IN TESTIMONY WHEREOF, witness the signature of the party hereto on this 27th day of April, 1983.

Donald C. Swain
Donald C. Swain

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, on this day appeared Donald C. Swain and he acknowledged and delivered the foregoing instrument of writing to be the Articles of Incorporation of said Corporation and to be his act and deed as incorporator thereof.

My notarial commission will expire November 13, 1986.

IN TESTIMONY WHEREOF, witness my signature and notarial seal hereunto affixed in the State and County aforesaid this 27th day of April, 1983.

Karen L. Reed
Notary Public

I certify that I prepared the foregoing instrument.

Robert J. Morrison
Assistant University Counsel
University of Louisville
Louisville, Kentucky 40292
(502) 588-6981

1983 APR 27 PM 1:30

END OF DOCUMENT