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ARTICLES OF AMENDMENT
TO
CHARTER AND ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE,
A BODY POLITIC AND CORPORATE

Pursuant to the provisions of Chapter 137 of the Acts of the 1845-46 Laws of the Commonwealth of Kentucky, which Act was approved February 7, 1846, and became effective March 15, 1846, the University of Louisville was created as, was therein designated as, and now is, a body politic and corporate in law.

By appropriate action taken in the manner and form provided by law, its Board of Trustees and Officers Amended its Charter effective June 1, 1926, April 23, 1929, June 4, 1934, February 17, 1950, and July 16, 1957.

On June 1, 1926, by a Resolution unanimously adopted by its Board of Trustees at a meeting called and held on that date, the Corporation accepted the provisions of the present Constitution of Kentucky and, on June 1, 1926, filed that acceptance in the Office of the Secretary of State of Kentucky, as required by Section 190 of the Constitution of Kentucky and Section 570 of the Kentucky Statutes.

By reason of the foregoing events, actions, and procedures, University of Louisville became subject to the provisions, and eligible for the benefits, of Kentucky Revised Statutes, Sections 273.161 to 273.900, from and after June 13, 1968, the date upon which said last numbered Sections of Kentucky Revised Statutes became effective.

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The House of Representatives of the 1966 General Assembly of the Commonwealth of Kentucky, by Resolution, requested a study of the advisability and feasibility of placing the University of Louisville in the State system of public higher education and, thereafter, obtained a report recommending, among other things, that such action be taken, and, consistent therewith, the 1968 General Assembly of the Commonwealth of Kentucky adopted House Resolution 91 (Chapter 239) and, pursuant to the foregoing, directed the maintenance of the University of Louisville as a State institution no later than July 1, 1970.

The 1970 General Assembly of the Commonwealth of Kentucky adopted Senate Bill No. 117, on March 19, 1970; the Governor of the Commonwealth of Kentucky approved said Bill on the 30th day of March, 1970, and by its terms it will become effective July 1, 1970.

Senate Bill No. 117 provides that, consistent with the provisions of KRS 164.026 and Chapter 239 of the 1968 Kentucky Acts, University of Louisville shall be maintained as a State institution effective July 1, 1970, subject to its qualification to receive the benefits of such status in the manner set forth in Subsection (3), of Section 1, of Senate Bill No. 117, wherein it is provided that the University of Louisville "may qualify to receive the benefits of its status as a State institution, as provided in this Act, by action of its Board of Trustees in adopting and causing to be filed for public record such proceedings as are required by law, amending its charter or articles of incorporation in such manner as to conform to the provisions of this Act."

These Articles of Amendment to the Charter and Articles of Incorporation of the University of Louisville have been adopted, executed, and will be filed for public record for the purpose of such qualification.

Consistent with the provisions of Chapter 239 of the Acts of the 1968 General Assembly of the Commonwealth of Kentucky, and with the spirit and intent of House Resolution 43 of the 1966 General Assembly of the Commonwealth of Kentucky, and with Senate Bill No. 117 of the 1970 General Assembly of the Commonwealth of Kentucky, and pursuant to the provisions of Kentucky Revised Statutes, Sections 273.261, 273.263, and 273.267, said Corporation and the undersigned, Edwin G. Middleton and Mrs. Carroll L. Witten, who are respectively Chairman and Secretary of the Board of Trustees of said Corporation, and Woodrow M. Strickler who is President of said University, and by and through whom it acts, execute these Articles of Amendment to the Charter and Articles of Incorporation of University of Louisville, as heretofore amended.

Such action of said Chairman and Secretary is taken pursuant to a Resolution of said Board of Trustees, which it duly and regularly adopted at a meeting thereof, properly called and held on the 20th day of May, 1970, in Louisville, Kentucky, at the time and place, and for the purposes, set forth in a written Notice thereof, which was duly and regularly delivered to each member of said Board of Trustees by sending a copy thereof, on the 7th day of May, 1970, to each such person via United States Certified mail, postage prepaid, at each such person's last known address as shown on the books and records of the Secretary of said Corporation.

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As provided by Kentucky Revised Statutes, Section 273.263 (2) the Resolution of said Board of Trustees approving these Articles of Amendment was duly and regularly adopted at said meeting by the affirmative vote of a majority of such Trustees in office at said date and has never been set aside, modified, or vacated, and is still in full force and effect.

ARTICLE I

The name of the Corporation is UNIVERSITY OF LOUISVILLE.

ARTICLE II

The Charter and Articles of Incorporation of the University of Louisville, as heretofore amended, are now amended in the following further particulars, and in no others. Any provision of the existing Charter and Articles of Incorporation of the University of Louisville in conflict with the provisions hereof are, to the extent of such conflict, repealed.

Section 1. The following portions of the Charter and Articles of Incorporation of the University of Louisville, as heretofore amended, are retained:

A. So much of the preamble and of Sec. 1 thereof as reads:

"AN ACT to establish the University of Louisville.

"Sect. 1. Be it enacted by the General Assembly of the Commonwealth of Kentucky. That an institution of learning shall be and the same is hereby established and incorporated in the city of Louisville, and that George W. Weissinger, Garnett Duncan, Samuel S. Nicholas, Wm. E. Glover, W. S. Vernon, Isaac Everett, James Marshall,

Henry Pirtle, James Guthrie, Chapman Coleman, William F. Bullock, shall be and they are hereby appointed Trustees of said University; and that they, and their successors in office, shall be a body politic and corporate, in law, under the name and style of the University of Louisville."

B. Secs. 4, 5, 6, 6-A and 7 thereof, as heretofore amended.

Section 2. The remainder of Sec. 1 of said Charter and Articles of Incorporation, as heretofore amended, and Secs. 2, 3, 8, 9 and 10 thereof are deleted.

ARTICLE III

Section 1. (1) As used herein, the following terms shall have, unless the context shall otherwise indicate, the following meanings:

(a) "University of Louisville" means the university which is situated in the City of Louisville, Kentucky, and which has heretofore constituted a municipal university within the meaning and application of KRS 165.020, et seq;

(b) "Council" means the Council of Public Higher Education in Kentucky.

(2) Consistent with the provisions of KRS 164.026; Chapter 239 of the 1968 Kentucky Acts, and Senate Bill No. 117 of the Acts of the 1970 General Assembly of Kentucky (S. B. 117), the University of Louisville shall be maintained as a State institution effective July 1, 1970.

Section 2. (1) The government of the University of Louisville is vested in a board of trustees consisting of (a) ten competent citizens of

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Kentucky appointed by the Governor; (b) one non-voting member of the teaching faculty of the University of Louisville who shall be the chief executive of the ranking unit of faculty government; and (c) a non-voting student member who shall be the president of the student body; however, if the student body president is not a legal resident of Kentucky, then a member of the student body of the University who is a legal resident of Kentucky shall be elected by the student body for a term of one year under rules prescribed by the board. The faculty member and student body member shall cease to be eligible for membership on the board of trustees upon termination of their respective relationships with the University, and vacancies occurring by reason of such termination shall be filled for the remainder of the respective terms in the same manner. (d) The ten citizen members of the board shall annually elect one of their number to serve as chairman of the board.

(2) To facilitate transition of the University of Louisville to full status as a State institution, terms of members of the board of trustees in office on July 1, 1970 shall be terminated as of that date or as of the date their successors are appointed and qualify, and their successors shall be appointed by the Governor according to the following schedule:

(a) Two for one year terms, one of which shall be from a list of three names submitted by the mayor of the city of the first class;

(b) Two for two year terms, one of which shall be an alumnus or alumna of the University, selected from a list of three names submitted by the alumni of the University in such manner and according to rules prescribed by the board of trustees;

(c) Three for three year terms, one of which shall be from a list of three names submitted by the mayor of the city of Louisville; and

(d) Three for four year terms, one of which shall be from a list of three names submitted by the county judge of Jefferson County, Kentucky, in which the city of the first class is located.

(3) At the expiration of the respective terms of the citizen members of the board of trustees as prescribed in Subsection (2) of this Section, successors shall be appointed by the Governor for terms of four years each, and in making such appointments the Governor shall observe the requirements relating to nominations by said mayor, said county judge, and said alumni members. Subject to such requirements, the Governor shall make his appointments from the State at large so as to divide the representation upon the board as nearly equally as possible between the two leading political parties in this State.

(4) Whenever, in the judgment of the State Commissioner of Finance, the total appropriations from the governments of the City of Louisville and Jefferson County shall fall (a) below the level of support existing at the time this Act takes effect, or (b) below twelve percent of the combined total of state and local appropriations to the University for more than one city or county budgetary period, the nominating authority of said mayor and said county judge shall terminate, and the appointments for all trustees, except the one selected from recommendations of the alumni, shall be made directly and exclusively by the

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Governor. Such alteration shall not affect the total number of memberships on the board.

(5) Vacancies among the citizen members of the board occurring by death, resignation, removal of residence from the Commonwealth or any other cause shall be filled by appointments made by the Governor for the expiration of the term, subject to the qualifications set forth in (3) and (4) of this Section.

(6) No member of the board of trustees or of the teaching or administrative staff of the University shall be directly or indirectly interested in any contract with the University for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty and student members.

(7) Subsection (2) of Section 63.080 of the Kentucky Revised Statutes is hereby expressly made applicable to members of the board of trustees of the University of Louisville.

Section 3. (1) The board of trustees of the University of Louisville, which, by its present Charter and Articles of Incorporation as heretofore amended, is a body politic and corporate in law, shall continue thereas with the usual corporate powers, and shall possess all the authorities, immunities, rights, privileges, and franchises usually attaching to the governing bodies of Kentucky public higher educational institutions, together with those granted such corporations by Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive, which shall include the following:

(a) Appointment of a president, all faculty members and other personnel and determination of the compensation, duties and official relations of each.

(b) Suspension or removal of the president, officers, faculty, agents or other personnel that it is authorized to appoint, except that no president, professor or teacher shall be removed except for incompetence, neglect of or refusal to perform his duty or for immoral conduct, and that such removal shall be made in accordance with procedures established by law for state institutions.

(c) Election of a vice chairman and such other officers as it deems wise, including the annual election of a five-member executive committee which shall have the powers that the board delegates to it and shall operate under such rules as the board shall establish under its authority to make such by-laws, rules and regulations consistent with Senate Bill No. 117.

(d) Receipt, retention and administration on behalf of the university, subject to the conditions attached, all revenues accruing from endowments, appropriations, allotments, grants or bequests, and all types of property.

(e) Requirement of such reports from the president, officers, faculty and employees as it deems necessary and proper from time to time.

(f) Granting degrees to graduates of the university, prescription of conditions upon which postgraduate honors may be obtained, and conferment of honorary degrees.

(2) The provisions of Sections 164.030, 164.200, 164.250, 164.280, 164.390, 164.410, and 164.460 of the Kentucky Revised Statutes shall be applicable to the University of Louisville, except where inconsistent with the purposes of Senate Bill No. 117 adopted by said 1970 General Assembly.

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Section 4. (1) The governing body of said City of Louisville may make an annual appropriation from the general funds of the city, or from funds derived from other sources, for the support of the University of Louisville. Such appropriation shall be such sum as in the judgment of the governing body of the city shall, when supplemented by other income of the state educational institution, be reasonably necessary for such purposes; and the funds so appropriated by the governing body of the city may be paid to the Treasurer of the University by the Director of Finance of the city in regular monthly installments.

(2) The governing body of said City of Louisville may additionally set apart or appropriate as a site or sites for buildings and grounds of such state educational institution any public grounds of the city not specially appropriated or dedicated by ordinance to another use.

Section 5. Consistent with Subsection (11) of Section 67.080 of the Kentucky Revised Statutes, the fiscal court of Jefferson County, Kentucky, may appropriate county funds for the benefit of the University of Louisville.

Section 6. The board of trustees of the University of Louisville may issue revenue bonds of the University for the erection of buildings and appurtenances to be used in connection with the University for educational purposes, and otherwise as provided in Section 162.340 to 162.380 of the Kentucky Revised Statutes, and subject to the provisions of Chapter 56 of the Kentucky Revised Statutes, provided said board of trustees may in its discretion issue such revenue bonds not only for the purposes and in the manner set forth in Section 162.340 to 162.380, but also for the purposes of refinancing any mortgages, mortgage bonds, revenue bonds, notes, or other evidences of indebtedness previously issued or incurred by the University in

connection with the acquisition of lands or the purchase, erection or other acquisition of buildings and appurtenant facilities for educational purposes of the University. Provided, however, that this section shall not be construed to authorize the issuance of revenue bonds of a face amount in excess of sixteen million dollars for the purpose of refinancing any mortgages, mortgage bonds, revenue bonds, notes, or other evidences of indebtedness previously issued or incurred.

Section 7. (1) In order to qualify to receive the benefits of its status as a State institution, as provided in Senate Bill No. 117 of the 1970 General Assembly of Kentucky, the Board of Trustees of the University of Louisville has adopted, and shall cause to be filed for public record, these Articles of Amendment to its Charter and Articles of Incorporation, as heretofore amended, amending that Charter and those Articles in such manner as to conform to the provisions of Senate Bill No. 117, and shall take all such steps, and shall do all other things necessary or appropriate for the accomplishment of said purposes.

(2) By taking the actions next above referred to in Paragraph (1) of this Section 7, for the purposes therein set forth, said Board of Trustees intends to, and to the extent of its power so to do, does, vest in the Commonwealth of Kentucky for the use and benefit of the University of Louisville (without execution and recording of any instruments of conveyance) title to all property which may be vested in the University of Louisville at the date such qualifying action is perfected according to law. The title so vested in the Commonwealth for the use and benefit of University of Louisville shall be such title as the University of Louisville may own at that time and

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shall be subject to such liens and encumbrances as may then exist thereon. Real property thereafter acquired by the University of Louisville, or for its use and benefit, shall be in accordance with the provisions of Sections 56.020 to 56.060, both inclusive, of Kentucky Revised Statutes; and any such acquisition of real property, and all dispositions of real property of the University, shall be subject to the provisions of Sections 56.440 to 56.520 of Kentucky Revised Statutes.

(3) Personal property hereinafter acquired by University of Louisville, or for its use and benefit, shall be held and used in accordance with the provisions of the Charter and Articles of Incorporation of the University of Louisville as amended by these Articles of Amendment, including Section 3 hereof, and Section 3 of Senate Bill No. 117 of the 1970 General Assembly of Kentucky.

Section 8. Except to the extent otherwise provided by law or by these Articles of Amendment, University of Louisville is, and shall be and remain a corporation which shall exist under, and by virtue of, and shall have all the powers, rights, and authorities granted and enjoyed and exercised by similar corporations by reason of the provisions of Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive.

IN TESTIMONY WHEREOF, Witness the signatures affixed hereto,
this 30th day of June, 1970.

UNIVERSITY OF LOUISVILLE

By Edwin G. Middleton
Edwin G. Middleton
Chairman of Board of Trustees
University of Louisville

By Mrs. Carroll L. Witten
Mrs. Carroll L. Witten
Secretary of Board of Trustees
University of Louisville

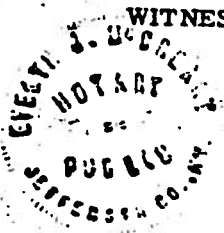
By Woodrow M. Strickler
Woodrow M. Strickler, President
University of Louisville

STATE OF KENTUCKY)
(SS:
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for the State and County aforesaid, certify that on this day the foregoing Articles of Amendment to the Charter and Articles of Incorporation of University of Louisville were produced before me in said State and County by Edwin G. Middleton, Mrs. Carroll L. Witten and Woodrow M. Strickler, who are respectively Chairman and Secretary of the Board of Trustees and President of University of Louisville, a corporation, and they acknowledged and delivered said instrument to be the act and deed of said Corporation and to be the act and deed of each of them as such officer of said University.

My Commission expires August 1, 1971

WITNESS my hand this 30th day of June, 1970.



Evelyn J. McCrea
Notary Public, Jefferson County
Kentucky

I, S. L. Greenebaum, 614 Kentucky Home Life Building,
Louisville, Kentucky, certify that I prepared this Instrument

of Writing:

S. L. Greenebaum Shirley Begley
S. L. Greenebaum

1 COPY
FILED AND RECORDED

JUN 1 1970

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
Thayer S. Selig
ASSISTANT SECRETARY OF STATE

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1846
An Act to establish the University of Louisville

Section. Be it enacted by the General Assembly of the Commonwealth of Kentucky, that an Association of Learning & Culture, and the same is hereby established and incorporated in the City of Louisville, and that George W. Meisinger, Earnest Sweeney, James Sweeney, and William C. Brown, W. S. Henson, Isaac Searcy, James Searcy, Henry Pate, James Guthrie, Abraham Coleman, William H. Bullock, shall be, and they are hereby appointed Trustees of said University, and shall have perpetual succession, and shall they and their successors in office shall be a body politic and corporate in law, under the name and style of the President and Trustees of the University of Louisville, and by that name and style they may sue and be sued, plead, and be impleaded, defend, and be defended, contract and be contracted with, in all Courts of law and equity in this Commonwealth, and shall have power and authority to acquire and hold all such real and personal estate, money, goods or chattels as may be necessary, convenient and proper, for all or any of the aforesaid purposes of the University aforesaid, and by that name and style shall also have power and authority to acquire and hold real and personal estate sufficient to yield an annual income, great or small, not exceeding forty thousand dollars per annum, and from time to time, if by them deemed expedient to sell and convey the same, and to incur or disburse of the proceeds in such manner as the Trustees

personal estate sufficient to yield an annual income, not exceeding fifty thousand dollars per annum, and from the time, if by them deemed expedient to sell and convey the same, to reinvest or dispose of the proceeds in such manner as the said of said University may require, and at all times and use a convenient and the same may at any time be altered or amended as may be necessary and proper by laws and regulations not contrary to the laws and laws of the Commonwealth, and may change, modify or repeal the same at, pleasure and re-enact them from time to time in interests of said Institution may require; And the said President, Trustees of the said University of Louisville shall have full power and authority to establish all the departments of a University, the promotion of any branch of Science, Literature and the Law Arts, and also may establish Faculties, Professorships, Lectures and Tutorships, and alter or abolish the same at pleasure, and may appoint a Faculty, Professors, Sections and Tutorships, and may move any one or all of them at pleasure and appoint others in their stead; That the said President and Trustees may appoint a Secretary, and Librarian, and such other officers and agents as they deem necessary for the purposes of Education and the management of the management of the fiscal and other concerns of said University and may require bond and security from the Treasurer, Librarian and other officers, for the faithful discharge of their duties.

1) which impart upon them, and the said President and Trustees may grant and confer all degrees usually conferred in Colleges or Universities, and generally, shall have and exercise all other power and authority necessary and proper for an extended University of Learning.

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That the said Trustees shall from time to time, choose one of their own body as President. The President shall hold his office during the pleasure of the Board, or such term as fixed by the by-laws, or until vacated by death, resignation, or removal from the country. After the election of President the residue of the Trustees shall elect themselves into seven equal classes. The first class shall go out of office on the first of March 1848. The second class on the first of March 1850. The third class on the first of March 1852. The fourth class on the first of March 1854 and the fifth class on the first of March 1856. And the Mayor and Council of the City of Louisville, a majority of all elected concurring, shall fill all the vacancies which shall arise in the office of Trustees by the lapse of time, and those who are then chosen shall hold their office for the term of three years, and the Mayor and Council, a like majority concurring, shall also fill all vacancies which shall arise from death, resignation, or removal from the County or otherwise, for the balance of the term of the Trustees whose office shall be vacated. Provided that of the Mayor and

and Council, a like authority concerning. shall also fill vacancies which shall arise from death, resignation, or removal from the County or otherwise, for the balance of the term of the Trustees whose office shall be vacated. Provided that if the Mayor or any Council shall from any cause fail to fill any vacancy, which shall arise in the Board of Trustees, for the space of thirty days after the President and Trustees shall have a right to fill the same. And - Provided that when the office of President shall become vacant for any cause, the Trustees may choose a President pro tem. until another trustee shall be elected, after which a President shall be chosen.

Sec 4 That the said President and Trustees shall at the close of each Academic year, make a report of the condition of each department of the University, of the condition of the buildings, library, apparatus, &c. belonging to the same, to the Mayor and Council aforesaid, who shall have the right to add all lines of engineering into the same.

That all gifts, grants, donations, endowments, and legacies which may be hereafter made or granted to any one department of said University or to any Professorship, Scholarship or Lectureship therein or the of. shall be held by the President and Trustees aforesaid in trust - for the department, Professorship, Lectureship, or Lectureship designated in such gift, grant, donation, endowment or bequest, and that the same shall be fully applied for the object designated and no other

Provided that such gifts, grants, donations, or documents, or requests to said University, not designating the purpose for which made, shall be taken as made to the departments of said University other than the Medical and Law Departments.

Sec 1

And whereas on the 21 day of November 1897 the City of Louisville of the first part in accordance with certain resolutions of the City of Louisville, passed at a public meeting held at the Radical Church in Louisville, conveyed to the President and Trustees of the Medical Institute of Louisville all that square of ground in Louisville owned by the said University, together with certain other objects, for the purpose of erecting buildings for a Medical College and for other purposes, as in said deed and resolutions is fully set forth, and in said deed, it is stipulated and covenanted by the parties of the deed that in said deed mentioned, who say the President and Trustees aforesaid, that they will and their successors shall in case a Charter for a College or University shall be obtained and on being requested so to do by the Mayor and Council of said City, convey to the Trustees of said College or University so as to include three square of land aforesaid and all the improvements thereon and the Library, Apparatus, the belonging to said College or University at the time said conveyance is or ought to be made.

Now Be it enacted, That when the said President & Trustees or the said President & Trustees of the Medical

the Library, Apparatus, the belonging to said colleges, houses & the
said conveyance is or ought to be made.

Now Be it enacted, That
When the said President & Trustees or the said President & Managers of the Medical
Institution of Louisville shall upon the request of the Mayor or Council of the
said city or the President and Trustees of the University of this act or
and incorporated or their successors, the said square of ground, bounded
described and conveyed by the said deed dated November 21, 1837 by
with all the improvements thereon, and the Library, Apparatus & the
of the said establishment, that then and in that case the said Medical
Institution shall cease to exist, and all acts incorporating or creating
same shall be therewith deemed to be repealed, and the Medical
School established by said Act, together with all the rights &
privileges of all therewith become the Medical Department of
the University of Louisville, and of all therewith be under the con-
trol of the President and Trustees of said University, and their successors or
all or parts and purposes. Provided that the President and Trustees
of said University shall never appropriate nor shall the Mayor or
Council of Louisville appropriate the Medical College and the
of the said square, and the Library, Apparatus, Museum, & the
to the honor & any other purposes than to the use and purposes of the
Medical Department of said University. And shall the property
concerned be deemed to be the property of the University of Louisville.

Recy. Be it further enacted, That from the date of this Act going into operation, the Act entitled an Act for the benefit of the Townsville College shall be no longer in force, and that the, proceeds arising from the sales of the Townsville lot so called, lying on the West side of 8th Street in Townsville, now or to be hereafter made by the Mayor and Council of Townsville, shall be applied to and under the direction of said Mayor and Council & the erection of buildings on said square for the Academic Department of said University.

Sec 8 That the Professor now in Office in said Prohibitory shall continue to be Professor in the various departments of said University during the pleasure of the President and Scholars of said University, and they, or any one of them, may be removed by the said President and Scholars, and other appointed in their place, but not less than a majority of said Scholars shall have power to remove or appoint any Professor in said Medical or Academic Department of said University.

Sec 9 That the Faculty of our College of the Academic departments shall be entitled to admit annually without compensation a course of Lectures on Anatomy and Physiology, and a course on Chemistry, and that one class of the Law Department shall have the right to annually to attend a course of Lectures on Medical Jurisprudence & Co without compensation, and each Department shall if requisite, receive from the public books of the

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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

Robert L. Stenger, 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.

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DATE JUL 13 1989
TIME 9:27 AM
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SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *Hee*

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

APR 26 1983

Caroline J. Hill

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 RRS 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 transferred 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.

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.

303 MAR 642
I certify that I prepared the
foregoing instrument.


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

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Morrison

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