

FILED
JEFF. CO., KY.

JUL 27 1992

Rebecca Jackson, Clerk
SC D.C.

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, UNIVERSITY OF LOUISVILLE FOUNDATION, INC., a Kentucky nonprofit corporation without members (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is University of Louisville Foundation, Inc.

SECOND: The Corporation's Articles of Incorporation are amended as follows: Article VII, relating to selection of a member of the University of Louisville Board of Overseers as a director of the Corporation, is repealed in its entirety and Article VIII, pertaining to indemnification of directors, officers and agents of the Corporation, is redesignated as Article VII.

THIRD: The Corporation has no members. The amendment was adopted by the Corporation's board of directors at a meeting held in accordance with the Corporation's Articles of Incorporation and By-Laws on June 22, 1992. The amendment received the vote of a majority of the directors of the Corporation.

UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

By: Henry Wagner
Henry Wagner
Chairman, Board of Directors

Attest: Karen R. Howe
Karen R. Howe
Assistant Secretary

This instrument was prepared by:

Daniel L. Waddell
Daniel L. Waddell
Greenebaum Doll & McDonald
3300 First National Tower
Louisville, Kentucky 40202
(502) 589-4200

RECEIVED & FILED
JUL 14 9 24 AM '92
BOB BARBACE
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY Barbace

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Foundation, 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:

RECEIVED AND FILED
DATE MAR 1 1989
TIME 8:55 AM
AMOUNT \$500
BY BREMER EMBLEN
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

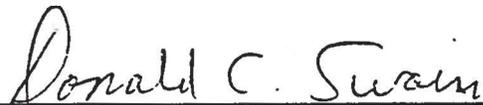
FIRST: The name of the Corporation is University of Louisville Foundation, Inc.

SECOND: The Corporation's Articles of Incorporation were amended by the addition of Article VIII by the affirmative vote of a majority of Directors of the Corporation on January 26, 1989, at a meeting held pursuant to the By-laws of the Corporation as provided in the Kentucky Nonprofit Corporation Act.

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

ARTICLE VIII

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 II 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.


Donald C. Swain, President
Board of Directors
University of Louisville
Foundation, Inc.


Karen R. Howe
Assistant Secretary
Board of Directors
University of Louisville Foundation, Inc.

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 01 1983

James J. Hill
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

Pursuant to the provisions of KRS 273.263 and KRS 273.267, the University of Louisville Foundation, 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
 University of Louisville Foundation,
 Inc.
- SECOND: Article V of the Corporation's
 Articles of Incorporation was
 amended by the affirmative vote of a
 majority of Directors of the
 Corporation on April 25, 1983 at a
 meeting held pursuant to the By-laws
 of the Corporation as provided in
 the Kentucky Nonprofit Corporation
 Act.
- THIRD: Article V of the Corporation's
 Articles of Incorporation, including
 the amendment, shall read as follows:

ARTICLE V

1. The affairs of the Foundation shall be conducted by a board of directors and by the officers hereinafter referred to and provided for.
2. The board of directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the procedures for appointment contained in the Foundation's By-laws.
3. The annual meetings of the Foundation's directors shall be held at such time and place as the Foundation's by-laws may specify.

4. The duties and powers of the board of directors of the Foundation, except as herein otherwise provided, shall be such as are usually incident to similar boards of directors and, in addition, shall include such further duties and powers as may be conferred upon said board of directors by law or by amendment to the Articles of Incorporation of the Foundation, or by its by-laws, or by appropriate corporate resolution.

5. The affairs of the Foundation shall further be conducted by a president, one or more vice presidents, a secretary, a treasurer, each of whom shall be a director unless the by-laws of the corporation shall provide otherwise, and by such other officers and assistant officers as may be deemed necessary. Every director shall be eligible to be elected or appointed to any office of the Corporation. Each person elected to an office shall hold his office for a term of one year and until his successor shall have been elected, shall have qualified and shall have accepted office. Each person appointed to an office shall hold his office for the term of his appointment or at the pleasure of those having the power to appoint him, or as may be provided in the by-laws of the corporation, or in the terms of his appointment.

6. Any two of the offices of vice president, secretary and treasurer may be combined in one individual.

7. The powers and duties of the officers of the corporation shall be those usually pertinent thereto except as the by-laws may otherwise provide.

8. The board of directors of the Corporation by the affirmative vote of two-thirds of the directors in office at such time, may adopt, alter, amend or repeal by-laws, or adopt new by-laws. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.


Donald C. Swain
President


Karen R. Mudd
Assistant Secretary

ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAY 14 1979

Drew G. Davis
SECRETARY OF STATE
DL

WITNESSETH:

That the undersigned President and Secretary of the Board of Directors of the University of Louisville Foundation, Inc., a nonprofit corporation organized under the laws of Kentucky, do hereby certify that at a Special Meeting of the Board of Directors held on April 23, 1979, at which a quorum was present, a resolution was passed upon the vote of at least a majority of the directors in office to amend ARTICLE V, Sections 5 and 7 of the Articles of Incorporation to read as follows:

ARTICLE V

...

5. The directors of the Foundation first referred to herein (those persons who are now trustees of the University of Louisville and who do not refuse to act as such directors) are hereinafter referred to as the "individual directors", and those persons secondly referred to herein who will be members of the board of trustees of the University of Louisville after its entry into the State system of public education, and their successors in office are hereinafter referred to as "ex officio directors." The ex officio directors shall include also those administrative officers of the University who are its President, its Executive Vice President, its Vice President for Financial Affairs, its Vice President for University Relations, and the Chair of its Staff Senate. The term of each such officer as an ex officio director shall end upon the termination of employment or office as such administrative officer of the University.

...

7. Each ex officio director serving as a result of membership on the board of trustees of the University of Louisville shall have a term of office which shall begin when the trusteeship of the University of Louisville begins and which shall end when the trusteeship shall terminate.

FILED IN OFFICE

MAY 23 1979

BREMER, EHRLER, Clerk
BY 7/3 D.C.

James Grier Miller
James Grier Miller
President

Shirley Wiften
Shirley Wiften
Secretary

State of Kentucky)
)
County of Jefferson)

Subscribed and sworn to before me this 20th day
of June, 1983 by Donald C. Swain and
Karen R. Mudd to be their act and deed.

My commission expires: July 15, 1984.

Patricia S. Kinney
Notary Public, State at Large
Kentucky

THIS INSTRUMENT PREPARED BY:

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

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

Subscribed and sworn to before me this 23rd day of April, 1979
by James Grier Miller and Shirley Witten, of the University of Louisville
Foundation, Inc., to be their act and deed.

My commission expires November 13, 1982.

James R. Donald
Notary Public

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF LOUISVILLE FOUNDATION, INC.

A. Pursuant to the provisions of Chapter 137 of the Acts of 1845-46 of the Laws of the Commonwealth of Kentucky, which Act was approved February 7, 1846, and became effective March 15, 1846, University of Louisville was created, and now is, a body politic and corporate in law; its Charter has since been amended from time to time in the manner and form provided by law; it has accepted the provisions of the present Constitution of the Commonwealth of Kentucky, and since its creation has been, and now is, such a corporation, and has continuously performed, and is now performing, the purposes provided for in, and contemplated by, its Articles of Incorporation, as amended; and

B. The 1970 General Assembly of the Commonwealth of Kentucky adopted Senate Bill No. 117, which became law by reason of the signature of the Governor of said Commonwealth, affixed thereto on the _____ day of _____, 1970, and which will become effective July 1, 1970; and

C. Upon its acceptance of the provisions of Senate Bill No. 117 and its taking the actions therein provided for that purpose, University of Louisville will become a State institution as provided in said Act and a member of the State system of higher education; and

D. University of Louisville, as Trustee, now holds certain property, real, personal and mixed, upon the trusts, terms and conditions of various instruments of writing, and also holds as Trustee other such property, all of which property so held in said fiducial capacities it holds for the use and benefit of University of Louisville pursuant to applicable law and to the terms of the various donations and instruments of trust pursuant to which it received said intangible personal property; and

E. In other properties (some of which others hold in fiducial capacities), University of Louisville has various legal or equitable estates and beneficial interests.

F. It is the intent and purpose of the incorporators, hereinafter named and referred to, that, after the University of Louisville shall have become a State institution and a member of the State system of higher education in accordance with Senate Bill No. 117 of the 1970 General Assembly of Kentucky, the properties and interests in property referred to in Paragraphs D and E above continue to be held for the use and benefit of the University of Louisville; that it continue to have its present beneficial estates and interests therein, and that said property and interests so held be used, and administered for the use and benefit of the University, in the same manner and under the same restrictions or freedom from restrictions as the case may be, as imposed by, or omitted from, the original gift or grant.

NOW, THEREFORE, consistent with the provisions of Section 3, Subsection (d), and of Section 8 of Senate Bill No. 117 of the Acts of the

1970 General Assembly of Kentucky, and in furtherance and performance of the purposes for which such trusts were formed and such estates were granted, we, University of Louisville, a body politic and corporate, and the undersigned persons, each of whom is a citizen and resident of the Commonwealth of Kentucky, a natural person over the age of eighteen years, and a Trustee of the University of Louisville, associate to form a corporation under and pursuant to the provisions of Kentucky Revised Statutes, Sections 273.161 to 273.990, both inclusive, and for that purpose adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is UNIVERSITY OF LOUISVILLE FOUNDATION, INC., and it is herein sometimes referred to as either the "Foundation" or the "Corporation."

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

Any other provisions of these Articles of Incorporation to the contrary notwithstanding, the Foundation 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 Paragraphs 1, 2, or 3 of Article III of these Articles of Incorporation.

1. The Corporation shall conduct and carry on its work,

not for profit but, exclusively, for the charitable and educational purposes of the University of Louisville, a body politic and corporate, in such manner that no part of the Corporation's income or property shall inure to the private profit of any donor, member, trustee, or individual having a personal or private interest in the activities of the Corporation, and in such manner that it shall not [i] directly or indirectly engage in propaganda, [ii] in any wise attempt to influence legislation, or [iii] participate or intervene in any political campaign on behalf of any candidate for public office.

2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax under Section 4942 of the Internal Revenue Code.

3. The Corporation shall not engage in any act of self-dealing [as defined in Section 4941(d) of said Code], retain any excess business holdings [as defined in Section 4943(c) of said Code], make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures [as defined in Section 4945(d) of said Code].

4. Subject to the limitations above stated in this Article III, the purposes for which the corporation is organized and its objects are:

(a) To promote all educational, scientific, and literary efforts and enterprises by initiating, encouraging, and aiding scientific investigations, research, and humanitarian studies in connection with the University of Louisville in all its branches and departments; to encourage and aid in the education and training of persons for the conduct

of such investigations, research, and study; to furnish means, methods, and agencies by which such investigations, research, and study may be conducted; to assist in the dissemination of knowledge by aiding the establishment of professorships and other staff positions; to establish fellowships, scholarships, publications, lectures, and other means to make the benefits of investigation, research, and study available to the public, and to do all other acts reasonably designed to promote the public welfare.

(b) To organize, foster, promote, assist, and conduct such other charitable and educational enterprises, movements, activities, and institutions at and in connection with the University of Louisville as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors.

(c) In connection with the operation of the University of Louisville, to do such acts as are calculated to foster charitable, benevolent, eleemosynary, educational, civic, patriotic, literary, cultural, and scientific activities and enterprises of said University.

(d) To establish and maintain, or to assist in establishing and maintaining, at or in connection with the University of Louisville scholarships, professorships, and other staff positions to aid in the acquisition and dissemination of knowledge and to make gifts to or to enter into agreements and contracts with other corporations, organizations, institutions or persons for such purposes and to pay the necessary and appropriate expense therefor.

5. Except to the extent prohibited by these Articles of

Incorporation, the Corporation shall have and may exercise those general powers set forth in Kentucky Revised Statutes, Section 273.171.

6. In case of dissolution of the Corporation, its surplus assets shall be distributed [as permitted by Kentucky Revised Statutes, Section 273.303(2)] to University of Louisville, or, if it not be in existence or otherwise competent to receive them, then as provided in Subsections (3), (4) and (5) of said Section 273.303.

ARTICLE IV

Until otherwise changed, the principal office of the Foundation shall be at Belknap Campus, Louisville, Kentucky, and the name and address of its Resident Agent for service of process are Woodrow M. Strickler, Belknap Campus, Louisville, Kentucky.

ARTICLE V

1. The affairs of the Foundation shall be conducted by a board of directors and by the officers hereinafter referred to and provided for.

2. The board of directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the following procedures.

3. The first board of directors shall be those persons, hereinafter named, who, on the date of incorporation of the Foundation, are trustees of the University of Louisville, and who do not refuse to act as such directors. If any such trustee refuse to become such director, the directorship which he would have filled shall not come into existence.

4. From and after such time, if any, as the University of Louisville shall become a part of the State system of public education, as provided for and contemplated by Senate Bill No. 117 of the Acts of the 1970 General Assembly of the Commonwealth of Kentucky, those persons who then become trustees of the University of Louisville, and their successor trustees, shall ex officio be directors of the Foundation.

5. The directors of the Foundation first referred to herein (those persons who are now trustees of the University of Louisville and who do not refuse to act as such directors) are hereinafter referred to as the "individual directors", and those persons secondly referred to herein who will be members of the board of trustees of the University of Louisville after its entry into the State system of public education, and their successors in office are hereinafter referred to as "ex officio directors." The ex officio directors shall include also those two administrative officers of the University who are its President and its Vice President for Financial Affairs. The term of each such officer as an ex officio director shall end upon the termination of his employment as such administrative officer of the University.

6. Each individual director shall hold his office for a period which shall end at the first to occur of his death, his resignation, or the date upon which his term of office as a trustee of the University of Louisville would have ended had not said University of Louisville become a member of the State system of public higher education by the terms of said Senate Bill No. 117, adopted by the 1970 General Assembly of the Commonwealth of Kentucky. When such person's term

of office as an individual director of University of Louisville Foundation, Inc., shall have so ended, such directorship shall cease to exist, and no incumbent for it shall be elected.

7. Each ex officio director shall have a term of office which shall begin when he shall become a trustee of the University of Louisville and which shall end when his trusteeship shall terminate.

8. The individual directors and ex officio directors shall have equal voting rights upon all matters regardless of whether a particular ex officio director shall have voting rights as a member of the board of trustees of the University of Louisville, Each director shall have one vote upon all matters that come before the board of directors.

9. If any director at the same time shall be both an individual director of the Foundation and an ex officio director of the Foundation, his term of office as director shall continue for the longer period and the number of directors of the Foundation shall be diminished during the period of such duplication of tenure by one member for each such instance of duplication.

10. The annual meetings of the Foundation's directors shall be held at such time and place as the Foundation's by-laws may specify.

11. The duties and powers of the board of directors of the Foundation, except as herein otherwise provided, shall be such as are usually incident to similar boards of directors and, in addition, shall include such further duties and powers as may be conferred upon

said board of directors by law or by amendment to the Articles of Incorporation of the Foundation, or by its by-laws, or by appropriate corporate resolution.

12. The affairs of the Foundation shall further be conducted by a president, one or more vice presidents, a secretary, a treasurer, each of whom shall be a director unless the by-laws of the corporation shall provide otherwise, and by such other officers and assistant officers as may be deemed necessary. Every director, whether individual or ex officio, shall be eligible to be elected or appointed to any office of the Corporation. Each person elected to an office shall hold his office for a term of one year and until his successor shall have been elected, shall have qualified and shall have accepted office. Each person appointed to an office shall hold his office for the term of his appointment or at the pleasure of those having the power to appoint him, or as may be provided in the by-laws of the corporation, or in the terms of his appointment.

13. Any two of the offices of vice president, secretary and treasurer may be combined in one individual.

14. The powers and duties of the officers of the corporation shall be those usually pertinent thereto except as the by-laws may otherwise provide.

15. The board of directors of the Corporation by the affirmative vote of two-thirds of the directors in office at such time, may adopt, alter, amend or repeal by-laws, or adopt new by-laws. The by-laws may contain any provisions for the regulation and management

of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VI

1. The names and post office addresses of the persons who will serve as the first board of directors are:

<u>Name</u>	<u>Address</u>
Mr. Edwin G. Middleton	501 South Second Street Louisville, Kentucky, 40202
Mr. Baylor Landrum, Jr.	Vaughan & Landrum Starks Building Louisville, Kentucky, 40202
Mr. Samuel H. Klein	Bank of Louisville Broadway at Fifth Louisville, Kentucky, 40202
Mr. Woodford R. Porter	1300 West Chestnut Street Louisville, Kentucky, 40203
Mr. Eli H. Brown, III	231 South Fifth Street Louisville, Kentucky, 40202
Mrs. Carroll L. Witten	2331 Brookside Drive Louisville, Kentucky, 40205
Mr. Thruston B. Morton	416 West Jefferson Street Louisville, Kentucky, 40202

who are those persons who, consistent with the terms of Article V, Paragraph 3, hereof shall constitute the first board of directors of the Corporation and shall be its directors until the number of directors is augmented as provided in Article V, Paragraph 4, hereof. At such time as

University of Louisville shall become a part of the State system of public higher education pursuant to said Senate Bill No. 117, those persons who then become trustees of University of Louisville shall thereupon become directors of the Corporation as herein provided.

2. A quorum of the board of directors shall consist of the majority thereof. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless a greater number is required by law, by these Articles of Incorporation, or by the by-laws.

3. The board of directors by resolution adopted by a majority of the directors in office may designate or appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the Corporation, shall have and may exercise all of the authority of the board of directors, but no such committee shall have the authority of the board of directors in reference to amending, altering, or repealing the by-laws; electing, altering or removing any member of that committee or any director or officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation; adopting a plan of merger, or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation, or revoking proceedings therefor; adopting a plan for the distribution of the assets of Corporation; or amending, altering, or

repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it or him by law.

4. Meetings of the board of directors, regular or special, may be held either within or without this State and upon such notice as the by-laws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attending a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, or the purpose of any regular or special meeting of the board of directors, need be specified in the notice or waiver of notice of such meeting.

5. Any officer elected or appointed may be removed by the persons authorized to elect or appoint him whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed, but election or appointment of an officer or agent shall not of itself create contract rights.

6. The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its

directors or officers for services rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and educational purposes set out in Article III hereof.

7. Any action required by Kentucky Revised Statutes, Sections 273.161 to 273.390, both inclusive, to be taken at a meeting of directors or, any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors and such consent shall have the same force and effect as a unanimous vote and may be stated thereas in any articles or documents filed with the Secretary of State of the Commonwealth of Kentucky, under the statutes aforesaid.

IN TESTIMONY WHEREOF, Witness the signatures of the parties hereto this 26th day of May, 1970.

UNIVERSITY OF LOUISVILLE .

S E A L

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

Attest:

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

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

Edwin G. Middleton W. M. Strickler
Dayton Landrum Mrs. Carroll L. Witten
Samuel H. Klein Christ A. Porter
W. J. R. Ketter

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 there appeared before me Edwin G. Middleton, Mrs. Carroll L. Witten and Woodrow M. Strickler, each personally known to me, who are respectively, Chairman and Secretary of the Board of Trustees and President of the University of Louisville, a corporation, a party to the foregoing instrument of writing, and they and each of them acknowledged and delivered the foregoing instrument to be the act and deed of University of Louisville, and to be the act and deed of each of them as such officer of said University.

I further certify that on this day there also appeared before me, *Edwin G. Middleton, Baylor Landrum, Jr., Samuel H. Klein, Woodford R. Porter, E. H. Brown, III, Mrs. Carroll L. Witten, Thurston B. Morton,*

each personally known to me and each of whom is a Trustee of University of Louisville and each of them as a party to the foregoing instrument of writing acknowledged it to be his act and deed.

My notarial commission will expire August 1, 1970.

WITNESS my signature and notarial seal hereunto affixed this 28th day of May, 1970.

(Seal)

Walter J. McCreary
Notary Public *Jefferson County,*
Kentucky

I, S. L. Greenebaum, of Greenebaum Grissom Doll Matthews & Boone, Kentucky Home Life Building, Louisville, Kentucky certify that I prepared the foregoing instrument.

S. L. Greenebaum
S. L. Greenebaum

ORIGINAL COPY FILED AND RECORDED

James R. Blythe

MAY 28 1970

SECRETARY OF STATE OF KENTUCKY