Davidson County DEEDQC
Recvd: 04/05/07 09:53 6 pgs
Fees:32.00 Taxes:0.00
20070405-0040781

THIS INSTRUMENT PREPARED BY:
Sean P. Scally, Esq.
Vanderbilt University
Office of General Counsel
2100 West End Ave., Suite 750
Nashville, TN 37203

DEED OF CORRECTION

WHEREAS, by quitclaim deed dated March 8, 1995, from the State of Tennessee ("Grantor") to The Bill Wilkerson Hearing & Speech Center ("Grantee"), of record in Book 9974, page 213, Register's Office for Davidson County, Tennessee (the "Deed"), Grantor conveyed to Grantee certain real property located at 1114 – 19th Ave., South, Nashville, Davidson County, Tennessee, more particularly described in the Deed; and

WHEREAS, by Charter Amendment filed June 7, 1990, The Bill Wilkerson Hearing & Speech Center changed its name to Bill Wilkerson Center; and

WHEREAS, Grantee merged into The Vanderbilt University, the surviving corporation, effective July 1, 1997, and Grantee desires to correct the deed information to accurately reflect the legal owner of property; and

WHEREAS, the deed identifies the Grantee as the owner of the referenced property, but The Vanderbilt University assumed ownership of the referenced property effective July 1, 1997, as evidenced by the Articles of Merger dated June 30, 1997, duly filed with the Tennessee Secretary of State in Book 10511, Page 272, and approved by the Office of the Tennessee Attorney General, a copy attached hereto.

NOW, THEREFORE, in consideration of the foregoing, The Vanderbilt University hereby confirms that the Deed is hereby amended by deleting the following language:

The Bill Wilkerson Hearing & Speech Center

and by adding the following language in the place of the deleted language:

The sole owner of said property shall be The Vanderbilt University, Nashville, Tennessee.

Except for the correction hereby made, the Deed shall continue in full force and effect in all respects.

IN WITNESS WHEREOF, The Vanderbilt University has executed this instrument, or has caused this instrument to be executed, this 23rd day of March, 2007.

THE VANDERBILT UNIVERSITY

By: Lauren J. Brisky

Title: Vice Chancellor for Administration and Chief Financial Officer

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, JoAnn Patterson of the State and County mentioned, personally appeared Lauren J Brisky, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Vice Chancellor + CFO (officer authorized to execute the instrument) of The Vanderbilt University, the within-named bargainor, a corporation, and that such officer as such Vice Chancellor + CFO, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as Vice Chancellor + CFO

Witness my hand and seal, at office in Nashville, Tennessee, this 23rd day of March, 2007.

JoAnn Patterson
Notary Public

JOANN PATTERSON
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 19, 2009

BOX 12
CCC

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 06/30/97
REQUEST NUMBER: 3358-0816
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/30/97 1405
EFFECTIVE DATE/TIME: 07/01/97 1630
CONTROL NUMBER: 0120166

TO:
WALLER LANSDEN
511 UNION STREET
NASHVILLE, TN 37219-1760

BOOK 10511 PG 272

RE:
VANDERBILT UNIVERSITY (THE)
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

97 JUN 30 PM 4:12
FELIX Z. DOLLSHELL REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
03211442

FOR: ARTICLES OF MERGER

ON DATE: 06/30/97

FROM:
WALLER LANSDEN ETC (511 UNION/NASHVILLE)
SUITE 2100
511 UNION STREET
NASHVILLE, TN 37219-1760

	FEES	
RECEIVED:	$50.00	$50.00
TOTAL PAYMENT RECEIVED:		$100.00

RECEIPT NUMBER: 00002151854
ACCOUNT NUMBER: 00000832

91 06/30 0101 03CHECK 5.00

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED
RECEIVED
SECRETARY OF STATE
97 JUN 30 PM 2:05
RILEY C. DARNELL
SECRETARY OF STATE

13816 BOOK 10511 PG 273

ARTICLES OF MERGER
BILL WILKERSON CENTER
INTO THE VANDERBILT UNIVERSITY

Pursuant to the provisions of Section 48-61-101 through 48-61-105 of the Tennessee Nonprofit Corporation Act, the undersigned not-for-profit corporations, organized as a public benefit corporations under the laws of the State of Tennessee, adopt the following articles of merger for the purpose of merging into a single corporation:

1. The attached plan of merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee Nonprofit Corporations Act. (See Attachment A.)

2. As to The Vanderbilt University, the plan was duly adopted by a sufficient vote at a meeting of the Board of Trust on April 25-26, 1997. Because The Vanderbilt University has no members, no approval of the members was required.

3. As to Bill Wilkerson Center, the plan was duly adopted by a sufficient vote at a meeting of the Board of Directors on April 23, 1997. Because Bill Wilkerson Center has no members, no approval of the members was required.

4. The Vanderbilt University was chartered by decree of the Chancery Court in Nashville, Davidson County, Tennessee, August 6, 1872, under the name of "The Central University of the Methodist Episcopal Church South." A second decree, entered June 16, 1873, changed the name of the corporation to "The Vanderbilt University."

5. The Charter of Incorporation of the Tennessee Hearing and Speech Foundation was filed with the Secretary of State of the State of Tennessee on July 16, 1953. An amendment to such Charter was filed on January 4, 1954 to change the name to "The Bill Wilkerson Center Hearing and Speech Center." On June 7, 1990, an amendment to such Charter was filed to change the name of the corporation to "Bill Wilkerson Center."

6. The merger shall become effective July 1, 1997.

Dated: June 30, 1997

THE VANDERBILT UNIVERSITY

By: _____

Its: Chancellor & CEO

Attest:

Barbara J. Schultz

C:\VU\DS\BWC\ARTICLES.MRG

RECEIVED
SECRETARY OF STATE

97 JUN 30 PM 2:05

RILEY DARNELL
SECRETARY OF STATE

Attest: Erica Cardwell Jones
Secretary

BILL WILKERSON CENTER

By: [signature]
Its: President and Chief Executive Officer

RECEIVED
SECRETARY OF STATE
97 JUN 30 PM 2:05
RILEY DARNELL
SECRETARY OF STATE

PLAN OF MERGER
BILL WILKERSON CENTER
INTO THE VANDERBILT UNIVERSITY

BOOK 10511 PG 275

A. The names of each constituent corporation are:

THE VANDERBILT UNIVERSITY
and
BILL WILKERSON CENTER

B. The Vanderbilt University was originally incorporated under the name of The Central University of the Methodist Episcopal Church South on August 6, 1872, and its name was changed to The Vanderbilt University on June 16, 1873.

C. The name of the surviving corporation is The Vanderbilt University.

D. The terms and conditions of the merger are:

Upon the filing by the constituent corporations of Articles of Merger with the Secretary of State of the State of Tennessee, Bill Wilkerson Center shall be merged with and into The Vanderbilt University in accordance with the Tennessee Nonprofit Corporation Act, as amended (the "Tennessee Act"). Thereupon, the separate existence of Bill Wilkerson Center shall cease, and The Vanderbilt University, as the surviving corporation, shall continue to exist under and be governed by the Tennessee Act.

The Vanderbilt University, as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as a private nature, of each of the merging corporations. All property, real, personal, and mixed, all debts due on whatever account, all things in action, and all and every other interest, of or belonging to or due each of the corporations so merged, shall be taken and deemed to be transferred to and vested in The Vanderbilt University without further act or deed. The title to any real estate, or any interest therein, vested in either corporation shall not revert or be in any way impaired by reason of such merger.

The Vanderbilt University shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged, and any claim existing or action or proceeding pending by or against either party may be prosecuted as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such merger.

Any assets held by Bill Wilkerson Center prior to the merger that were subject to any condition or limitation shall continue to be held by The Vanderbilt University subject to the same condition or limitation.

E. The Vanderbilt University and Bill Wilkerson Center are nonprofit corporations. There are no outstanding shares or members of either corporation. As a result, it is not necessary to provide for the conversion of securities or memberships into securities or memberships of the surviving corporation.

F. No amendments or changes shall be made in the charter of The Vanderbilt University as a result of this merger.