

ARTICLES OF INCORPORATION
OF
CATHOLIC FOUNDATION FOR THE DIOCESE OF DAVENPORT

TO: The Secretary of State of the State of Iowa:

The undersigned, acting as incorporators of the Corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2007), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation shall be CATHOLIC FOUNDATION FOR THE DIOCESE OF DAVENPORT. The Corporation is incorporated under Chapter 504 of the Iowa Code (2007).

ARTICLE II

The period of existence of the Corporation is perpetual.

ARTICLE III

The purposes and objects for which the Corporation is organized and the powers of the Corporation shall be:

1. To operate exclusively for religious, charitable, and educational purposes, as a nonprofit Corporation within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, with all of its activities so conducted. The operation of the Corporation shall be conducted in compliance with the objectives and philosophy of the Diocese of Davenport, Iowa, and Canon Law;

2. To promote the strength and growth of the Diocese of Davenport and its entities; and

3. As limited above, to possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations by Section 504 of the Code of Iowa (2007), as amended from time to time.

ARTICLE IV

The Corporation shall be subject to the following limitations and conditions:

1. The Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or the corresponding provisions of any future United States Internal Revenue Tax Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

The Corporation may be dissolved only by a majority vote of the directors, with the consent of the Bishop of the Diocese of Davenport, Iowa. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(3)(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Bishop of the Diocese of Davenport, Iowa shall determine in accordance with Canon Law.

ARTICLE VII

The incorporators are Bishop Martin J. Amos and Monsignor John M. Hyland, whose addresses are 2706 North Gaines Street, Davenport, Iowa.

ARTICLE VIII

The principal place of business of the Corporation shall be in the County of Scott, State of Iowa. The registered agent of the Corporation is Monsignor John M. Hyland, whose office is 2706 North Gaines Street, Davenport, Iowa 52804.

ARTICLE IX

No real estate belonging to this Corporation shall be sold, mortgaged, encumbered or disposed of in any way without a majority vote of the Board of Directors, with the consent of the Bishop of the Diocese of Davenport, Iowa.

All deeds, mortgages and other instruments affecting property, which may be executed by this Corporation, shall be executed and acknowledged on behalf of the Corporation by the President and attested by the Secretary of said Corporation, or by such officers of the Corporation as the Board from time to time may designate for that purpose.

ARTICLE X

The directors and officers of the Corporation shall not be individually liable for the debts or obligations of the Corporation and the property of the directors and officers shall be wholly exempt from liability for any and all debts, liabilities and obligations of this Corporation.

ARTICLE XI

The By-laws of the Corporation may be adopted by the directors at any regular meeting or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE XII

These Articles of Incorporation may be amended by the majority vote of the Directors, with the consent of the Bishop of the Diocese of Davenport, Iowa, and provided that notice of such proposed amendment has been given in accordance with the Revised Iowa Nonprofit Corporation Act.

ARTICLE XIII

All the power given by these Articles to the Bishop of the Diocese of Davenport, Iowa, shall be had and exercised by the Administrator during such times as the Administrator may be in charge of the Diocese of Davenport, Iowa.

ARTICLE XIV

The Corporation shall not have members.

ARTICLE XV

This Corporation shall not have a corporate seal.

Dated this 10th day of February, 2009.

**CATHOLIC FOUNDATION FOR THE
DIOCESE OF DAVENPORT**

By _____
Martin J. Amos, Bishop of Davenport

By _____
John M. Hyland, Vicar General