

JUN 28 2008

ARTICLES OF INCORPORATION

OF

FILE NO. 1458939-9

ST. GERMAINE ROMAN CATHOLIC PARISH PRESCOTT VALLEY

The undersigned, acting as incorporators of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. Name and Effective Date. The name of the corporation is St. Germaine Roman Catholic Parish Prescott Valley (the "Corporation"). The effective date upon which the Corporation shall be deemed to have been incorporated is July 1, 2008.

ARTICLE II. Purpose and Character of Affairs. The Corporation is organized and shall be operated exclusively for charitable, educational, religious and literary purposes within the meaning of I.R.C. Section 501(c)(3). These purposes shall include, but are not limited to, operating as a parish of the Roman Catholic Church of the Diocese of Phoenix, managing the temporal affairs of the parish, and serving the spiritual and temporal needs of people in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church, including all applicable provisions of Canon Law of the Roman Catholic Church. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualified organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law. Except as otherwise provided in these Articles, the Corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Arizona, as amended from time to time.

ARTICLE III. Activities and Restrictions.

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual including any parishioner, officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual including any parishioner, officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a Corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

ARTICLE IV. Members. The Corporation shall have no members.

ARTICLE V. Board of Directors.

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications, method of election, and voting rights of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the initial directors are:

Rev. Daniel Vollmer
7997 E. Dana Drive
Prescott Valley, AZ 86314-8141

Bishop Thomas J. Olmsted
400 E. Monroe St.
Phoenix, AZ 85004

Rev. Fredrick J. Adamson
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE VI. Incorporators. The names and addresses of the incorporators are:

Rev. Daniel Vollmer
7997 E. Dana Drive
Prescott Valley, AZ 86314-8141

Bishop Thomas J. Olmsted
400 E. Monroe St.
Phoenix, AZ 85004

Rev. Fredrick J. Adamson
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE VII. Amendment. These Articles of Incorporation may be amended by the directors of the corporation by vote of two-thirds of the number of those directors in office at the time that the amendment is adopted who have the authority under the bylaws to vote, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII. Indemnification. To the fullest extent permitted by the ANCA as the same exists or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law, and shall include the indemnitee's spouse if such spouse incurs expenses or liabilities by reason of the fact he or she is or was married to an officer, director, employee or agent of the Corporation or to someone who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

ARTICLE IX. Director Liability. To the fullest extent permitted by the ANCA as the same exists or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE X. Dissolution. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then qualifying as tax exempt organizations under I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient), and then organized and operated exclusively for charitable, educational or religious purposes consistent with the Roman Catholic Church, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed, in accordance with all applicable provisions of Canon Law of the Roman Catholic Church, to the Roman Catholic Church of the Diocese of Phoenix.

ARTICLE XI. Principal Office and Statutory Agent.

Section 1. The mailing and street address of the principal office of the Corporation is:

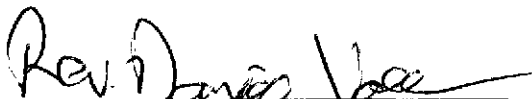
7997 E. Dana Drive
Prescott Valley, AZ 86314-8141


Section 2. The name and street address of the statutory agent of the Corporation is:

John C. Kelly
400 E. Monroe St.
Phoenix, AZ 85004

ARTICLE XI. Nondiscrimination. The Corporation has a racially nondiscriminatory policy and does not discriminate on the basis of race, color or national or ethnic origin.

DATED: June 10, 2008


Rev. Daniel Vollmer, Incorporator


Bishop Thomas J. Olmsted, Incorporator


Rev. Fredrick J. Adamson, Incorporator

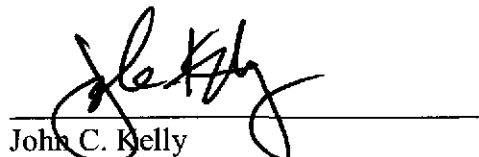
CONSENT OF STATUTORY AGENT

OF

ST. GERMAINE ROMAN CATHOLIC PARISH PRESCOTT VALLEY

The undersigned, having been named in the Articles of Incorporation of St. Germaine Roman Catholic Parish Prescott Valley as its agent for service of process for the State of Arizona, hereby confirms that he has been notified of the appointment and that he accepts the appointment.

DATED: June 10, 2008


John C. Kelly

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

ST. GERMAINE ROMAN CATHOLIC PARISH PRESCOTT VALLEY

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No ☒

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is JUNE 30th

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Rev. David J. Voreen DATE 6/2/08

TITLE INCORPORATOR

BY Frederick J. Adelson DATE 6/13/08

TITLE INCORPORATOR

BY Thomas J. Christel DATE 6-10-08

TITLE INCORPORATOR

BY _____ DATE _____

TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.

(If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.