

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION

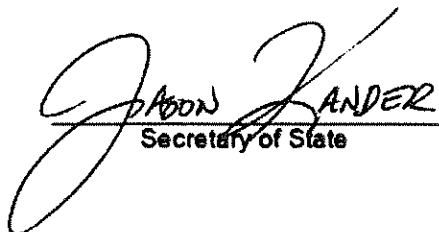
WHEREAS, Articles of Incorporation of

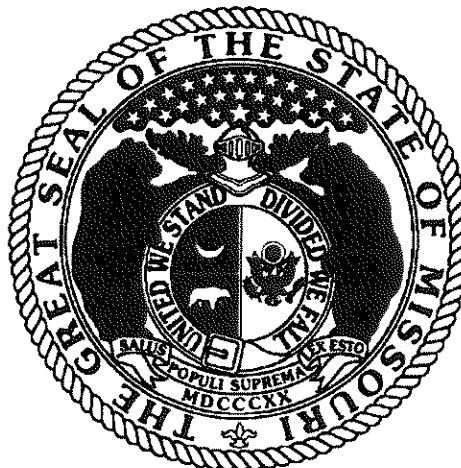
URSULINE EDUCATION FOUNDATION
N000700727

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 19th day of January, 2016.


Secretary of State



N000700727
Date Filed: 1/19/2016
Jason Kander
Missouri Secretary of State

ARTICLES OF INCORPORATION

OF

URSULINE EDUCATION FOUNDATION

ARTICLE I

NAME

The name of this Corporation is: URSULINE EDUCATION FOUNDATION.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

**REGISTERED ADDRESS
REGISTERED AGENT**

The address of its initial Registered Office in the State of Missouri is: 353 South Sappington Road, St. Louis, Missouri 63122, and the name of its Registered Agent at said address is: Sister Rita Ann Bregenhorn.

ARTICLE IV

PUBLIC BENEFIT

This Corporation shall be a public benefit corporation as that term is used in the Missouri Nonprofit Corporation Act.

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ARTICLE V
INCORPORATOR

The name and address of the incorporator is as follows:

Sister Rita Ann Bregenhorn

353 South Sappington Road
St. Louis, Missouri 63122

ARTICLE VI
PURPOSES

The Corporation is organized for the purposes of engaging in any lawful act or activity permitted for a corporation that is both a not for profit corporation under the General Not for Profit Corporation Law of Missouri and an exempt organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law and applicable rulings and regulations ("Code"), including but not limited to providing governance and support to secondary and elementary schools sponsored by Ursuline Sisters of the Roman Union which are operated by organizations which at the time qualify as exempt under §501(c)(3) of the Code and providing support to Ursuline Provincialate, Central Province of the United States, provided that it at the time qualifies as exempt under §501(c)(3) of the Code.

The purposes of the corporation shall be carried out in accordance with the teachings, tradition, and Canon Law of the Roman Catholic Church, and the constitution and directives of the Ursuline Sisters of the Roman Union, Central Province of the United States.

ARTICLE VII
MEMBER

The Member of the Corporation shall be Ursuline Provincialate, Central Province of the United States, a Missouri nonprofit corporation.

The duties and powers of the Member of the Corporation shall be set forth in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors whose numbers, method of selection and duties and responsibilities shall be as set forth in the Bylaws.

ARTICLE IX

OFFICERS

The Officers of the Corporation shall be a Chair, a Vice Chair, and a Secretary who shall be elected by the Board of Directors at its annual meeting, and such other officers as may be elected in accordance with the Bylaws.

ARTICLE X

NOT FOR PROFIT

- a) This corporation is organized without capital stock exclusively for religious, charitable, and educational purposes. The corporation shall issue no stock nor shall any dividend or profit ever be declared or paid to any officer or director thereof.
- b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- d) The corporation shall not participate in, or intervene in (including publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.
- e) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under § 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE XI

DISSOLUTION

On the dissolution of the corporation, the Member shall distribute the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the corporation to the Ursuline Sisters of the Roman Union, Central Province of the United States if at such time such organization qualifies as exempt under §501(c)(3) of the Code or such other corporation or corporations organized and operated exclusively for religious, charitable or educational purposes selected by the Member which shall at the time qualify as exempt under §501(c)(3) of the Code.

ARTICLE XII**BYLAWS**

The Member shall adopt Bylaws for the corporation provided, however, that all such Bylaws shall be in conformity with the laws of the State of Missouri and not inconsistent with the provisions of these Articles of Incorporation or any amendment thereto. The Bylaws may be amended in the manner set forth therein.

ARTICLE XIII**AMENDMENT**

These Articles of Incorporation may be amended only by a resolution adopted by the majority vote of the Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member for approval. No amendment to these Articles of Incorporation shall be effective unless approved by the Member.

Dated: January 15, 2016

Sister Rita Ann Bregenhorn, Inc
Sister Rita Ann Bregenhorn, Incorporator

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