

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF INCORPORATION**

to

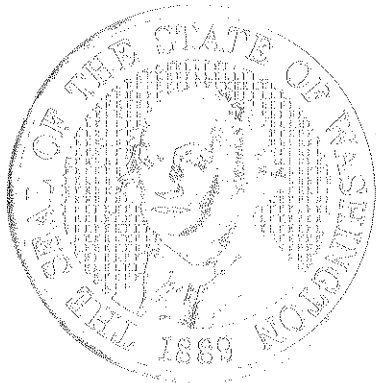
**CATALDO CATHOLIC SCHOOL**

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 11/8/2010

UBI Number: 603-061-193

APPID: 1871830



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

FILED  
SECRETARY OF STATE  
NOV 08 2010  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
CATALDO CATHOLIC SCHOOL

A WASHINGTON NONPROFIT CORPORATION 603 061 193

The undersigned, acting as incorporators under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) (hereinafter the "Nonprofit Act"), hereby adopt and execute the following Articles of Incorporation:

1. NAME. The name of this Nonprofit Corporation is Cataldo Catholic School.
2. DURATION. The duration of this Corporation is perpetual.
3. PURPOSE. The purpose for which this Corporation is organized is to possess and exercise in general all powers conferred upon nonprofit Corporations by Washington law, including those set forth in the Nonprofit Act as amended from time to time, in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church. This Corporation is organized exclusively for charitable, religious and educational purposes in general and in particular, this Corporation is organized to give civil legal status to a Roman Catholic School as identified by the Code of Canon Law benefiting the religious missions of St. Augustine Catholic Parish – Spokane, Sacred Heart Catholic Parish – Spokane and The Cathedral of our Lady of Lourdes – Spokane, all in Spokane, Washington, always doing so in conformity with the tenets, laws, regulations and polity of the Roman Catholic Church. Notwithstanding any other provision in 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 §501(c)(3) of the Internal Revenue Code as it now exists or as hereafter amended or the corresponding section of any future federal tax code ("Tax Code"), or (b) by a Corporation, contributions to which are deductible under §170(c)(2) of the Tax Code.
4. POWERS. This Corporation shall have all the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article 3, which are consistent with the Nonprofit Act, Section 501(c)(3) of the Tax Code, and the laws, disciplines, tenets and polity of the Roman Catholic Church.
5. BOARD OF DIRECTORS. The Board of Directors shall consist of a minimum of seven (7), but not more than eleven (11) Directors, the membership of which shall be determined in accordance with the terms of the Bylaws of the Corporation.
6. LIABILITY OF DIRECTORS. No director shall be liable personally to the Corporation for monetary damages for conduct as a director, provided, however that the personal liability of a director shall not be limited for acts or omissions which involve intentional misconduct, a knowing violation of law, or any transaction from which the director personally will receive a benefit in money, property or services to which the director is not entitled legally.

7. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The private property of the officers and directors of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever. Nor shall the officers and directors pay any dues or assessments. This Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers of the Corporation, their respective heirs, administrators, successors and assigns, against any and all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her, in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved by reason of his or her acting within the scope of authority as a director or officer of this Corporation or any settlement thereof, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases in which the director or officer is judged guilty of willful and knowing misfeasance, malfeasance or nonfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which said director or officer may be entitled.

8. NO MEMBERS. This Corporation shall have no members.

9. BYLAWS. The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Corporation consistent with the Nonprofit Act, Section 501(c)(3) of the Tax Code, the laws, disciplines, tenets and polity of the Roman Catholic Church and upon the approval of the Catholic Bishop of Spokane.

10. EARNINGS and LIMITATIONS. This Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its parishioners, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in 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 §501(c)(3) of the Tax Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under §170(c)(2) of the Tax Code, or the corresponding section of any future federal tax code.

11. REGISTERED OFFICE/AGENT. The address of the original registered office is 455 West 18<sup>th</sup> Avenue, Spokane, Washington, 99203. The name of the initial registered agent at that address is Stephanie Johnson. The written consent of such person to serve as registered agent is attached hereto.

12. DISSOLUTION. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the Corporation, dispose of all its assets by distributing the same in accordance with all applicable provisions of the Nonprofit Act and the Canon Law of the Roman Catholic Church to one or more organizations organized and operated exclusively for charitable, educational or religious

purposes of the Roman Catholic Church as shall at that time qualify as exempt organizations under §501(c)(3) of the Tax Code, or the corresponding section of any future federal tax code. Any assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

13. AMENDMENT. This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of the Directors provided that such amendments, alterations, changes and/or repeals are consistent with the Nonprofit Act, Section 501(c)(3) of the Tax Code, the laws, disciplines, tenets and polity of the Roman Catholic Church and upon the approval of the Catholic Bishop of Spokane.

14. THE NAMES AND ADDRESSES OF THE INCORPORATORS ARE:

Reverend Robert McNeese  
428 West 19<sup>th</sup> Avenue  
Spokane, WA 99203

Reverend Stephen Dublinski  
1115 West Riverside Avenue  
Spokane, WA 99201

Reverend Mark Pautler  
219 East Rockwood Blvd.  
Spokane, WA 99202

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation.

DATED November 5, 2010.

By Robert J. McNeese  
Reverend Robert McNeese


By Rev. Stephen Dublinski  
Reverend Stephen Dublinski

By Mark F. Pautler  
Reverend Mark Pautler

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Stephanie Johnson, hereby consent to serve as registered agent, in the State of Washington, for Cataldo Catholic School. I understand that as agent for the Corporation, it will be my responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or any changes in the address of the registered office of the Corporation for which I am agent.

DATED: Nov. 5, 2010.

  
Stephanie Johnson  
Registered Agent



*Washington*  
**Secretary of State**  
SAM REED

CORPORATIONS DIVISION  
James M. Dolliver Building  
801 Capitol Way South • PO Box 40234  
Olympia, WA 98504-0234  
Tel: 360.725.0377  
Fax: 360.664.8781  
[www.secstate.wa.gov/corps](http://www.secstate.wa.gov/corps)

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Master Business Application.** You may have completed this step already. The Master Business Application can be completed online or downloaded at: <http://www.dol.wa.gov/business/file.html>

If you have any questions about the master application, or would like a master application package mailed to you, please call the Department of Licensing at 360-664-1400.

STEPHANIE JOHNSON  
455 WEST 18TH AVENUE  
SPOKANE, WA 99203

## IMPORTANT

You have completed the initial filing to create a new entity. To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. A notice to file your annual report will be sent to your registered agent. It is the corporation or LLC's responsibility to file the report even if no notice is received.
2. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.secstate.wa.gov/corps>