

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

CORPORATION OF THE CATHOLIC ARCHBISHOP OF SEATTLE

a Washington Corporation Sole. Articles of Amendment were filed for record in this office on the date indicated below.

Appointing Alexander Joseph Brunett as the Roman Catholic
Archbishop of the Archdiocese of Seattle

UBI Number: 178 005 076

Date: December 18, 1997



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


RALPH MUNRO

Ralph Munro, Secretary of State

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inform the clergy and the faithful about your election, and we at once exhort them

As for the rest, venerable brother, we entrust to you with renewed confidence this illustrious community. Fortified by strength from above, having begun this ministry of supreme importance, you will hasten to dispense abundantly saving benefits, so that the precepts of religion may be more solidly strengthened there and may affect people deeply.

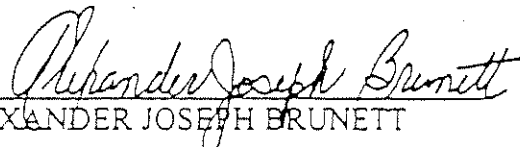
Given at Rome, at Saint Peter's, on the twenty-eighth day of the month of , in the year of the Lord one thousand nine hundred and ninety-seven, the twentieth of our Pontificate.

John Paul II.

Eugenio Sevi, Protonotary Apostolic

By virtue of the canonical rules, regulations and discipline of the Roman Catholic Church the aforesaid ALEXANDER JOSEPH BRUNETT does therefore cause these presents to be filed with the Secretary of State of the State of Washington and in the office of the County Auditor of King County, Washington, that being the county in which he resides, as proof of his appointment and of his incumbency in the office of Archbishop of the Corporation of the Catholic Archbishop of Seattle, a Washington corporation sole, as provided in RCW 24.12.

SUBSCRIBED AND SWORN to this 18th day of December, 1997.


ALEXANDER JOSEPH BRUNETT

I, the undersigned, a Notary Public in and for the State of Washington, do hereby certify that on this 18th day of December, 1997, personally appeared before me Alexander Joseph Brunett, personally known to me to be the individual described in and who executed the forgoing instrument under oath, and acknowledged to me that he signed and executed the same as and for his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the date in this certificate first above written.



Patrick W. Crowley, Notary Public in and for
The State of Washington, residing at
SEATTLE

My commission expires 5-8-98

RESTATED ARTICLES OF INCORPORATION
CORPORATION OF THE CATHOLIC ARCHBISHOP OF SEATTLE

Thomas J. Murphy, the duly appointed, qualified and acting Roman Catholic Archbishop of Seattle, having canonically succeeded to and having assumed such office on August 21, 1991 in accordance with the canons, rules, regulations and discipline of the Roman Catholic Church and as a corporation sole which is deemed to be a body corporate pursuant to the Revised Code of Washington, Title 24.12, does hereby restate the Articles of Incorporation of this corporation as previously amended.

ARTICLE I

The name of this corporation is, Corporation of the Catholic Archbishop of Seattle.

ARTICLE II

The principal place of business of said corporation shall be at Seattle in King County Washington.

ARTICLE III

This corporation as heretofore incorporated shall continue its corporate existence under Chapter 79 of the Session Laws of the State of Washington of 1915 for the purpose and for the benefit of religion, for works of charity, and for public worship.

Said corporation shall continue to have power to transact business and to hold property, real and personal, in trust for that certain religious denomination or society known as The Roman Catholic Church; to do business and contract in the same manner and to the same extent as a natural person; to sue and to be sued and to defend in all courts and places in all matters and proceedings whatever; to borrow money and give promissory notes therefore, and to secure the payment of the same by mortgage or other lien upon property, real and personal; to buy, sell, lease, mortgage and in every way deal in real and personal property in the same manner as a natural person may, and without the

order of any court; to receive bequests and devises for its own use or upon trusts, to the same extent as natural persons may; and to appoint attorneys in fact.

ARTICLE IV

This corporation shall continue to be the same corporation as heretofore established by an act of the Legislative Assembly of the territory of Washington passed January 30, 1861, page 129 of the Session Laws of the Eighth Regular Session of the Legislative Assembly held at Olympia, convening in December, 1860, and shall have continual, perpetual succession. Its corporate existence has heretofore been continued under Chapter 79 of the Session Laws of the State of Washington of 1915 (RCW 24.12.040), and this corporation shall be entitled to the privileges and subject to the duties, liabilities and provisions in RCW 24.12. Said corporation shall have for its use a common seal, impressed with such devises and inscriptions as said corporation shall deem proper, by which said seal all deeds and acts of said corporation shall pass and be authenticated; and said corporation shall have power to alter or amend said seal at its pleasure. Said corporation shall have power, in its discretion to form and adopt ordinances, rules and regulations for its government, to make and carry into effect all necessary and proper regulations for the management of its fiscal concerns and to appoint subordinate officers and agents; provided, however, that such ordinances, rules and regulations shall in no manner conflict with the Constitution or laws of the United States or the State of Washington.

All deeds or other instruments of conveyance, mortgages and other instruments affecting real property shall be signed in any one of the manners following, and shall be, in all respects, valid and binding on said corporation when executed in any one of the manners following, namely:

A. Signed by the Archbishop and by him acknowledged in his official capacity and sealed with the seal of said corporation.

B. Signed by the Vicar General of the Archdiocese of Seattle and the Finance Officer of the Archdiocese, sealed with the seal of said corporation, and acknowledged by them for said corporation substantially in the form prescribed by the statutes of the State of Washington for acknowledgments of instruments by

a corporation aggregate. The persons holding said positions, from time to time, are hereby made officers of said corporation with the powers herein designated.

C. Whenever, either by reason of the absence of the Archbishop from said Archdiocese or by reason of a vacancy in the office of Archbishop, there shall be a Priest, Bishop or Archbishop acting in the capacity of Administrator of said Archdiocese, then during the term of the acting of such Administrator, such Administrator shall have all the powers with respect to said corporation that are possessed by the duly appointed and acting Archbishop of said Archdiocese, and all such deeds or other instruments of conveyance, mortgages and other instruments affecting real property signed by such Administrator and by him acknowledged in his official capacity and sealed with the seal of said corporation shall be, in all respects, valid and binding on said corporation.

D. The fact that there may, or may not, be in office a duly appointed and acting Archbishop or a duly appointed and acting Administrator of said Archdiocese shall not impair or affect any of the powers exercisable by the Vicar General of said Archdiocese and the Finance Officer of the Archdiocese as set forth in the foregoing paragraph B, it being the intention hereof that all deeds of other instruments of conveyance, mortgages and other instruments affecting real property shall be in all respects valid and binding on said corporation, at any time and under any circumstances, when executed and acknowledged in accordance with the provisions of the foregoing Paragraph B.

E. All deeds or other instruments of conveyance, mortgages and other instruments affecting real property shall also be valid and binding on said corporation when duly signed and sealed and acknowledged in behalf of said corporation by any attorney-in-fact appointed by instrument in writing executed in behalf of said corporation and under its corporate seal.

All written contracts, (including promissory notes and bonds whether negotiable or otherwise) made in connection with the business affairs of said corporation shall be valid and binding on said corporation when signed in behalf of said corporation by the Archbishop of said Archdiocese, by a Priest, Bishop or Archbishop appointed and acting as Administrator of said Archdiocese, when signed jointly in behalf of said corporation by the Vicar General and Finance

Officer of the Archdiocese or when signed by any attorney-in-fact appointed as provided in Paragraph E above. No acknowledgment for affixing of the corporate seal shall be necessary for the validity of any such written instrument or contract.

ARTICLE V.

These amended articles are made and filed in conformity with the constitution, canons, rules and regulations and discipline of the Roman Catholic Church and are subscribed in behalf of said corporation by Thomas J. Murphy, the present Roman Catholic Archbishop of Seattle, successor in said office of Raymond G. Hunthausen, successor in said office of Thomas Arthur Connolly, successor in said office of Gerald Shaughnessy, successor in said office of Edward J. O'Dea, successor in said office of Aegidius Junger, successor in said office of A.M.A. Blanchet, formerly the Catholic Bishop of Nisqually. The said Thomas J. Murphy, the sole and succeeding incumbent of said corporation, by his official designation as Catholic Archbishop of Seattle, shall be and be held and deemed to be a body corporate and corporation sole in accordance with the provisions of Washington Revised Code Title 24.12 and all subsequent amendments thereto and shall have all the rights and powers prescribed in the case of corporations aggregate and with all the privileges provided by law for religious corporations.

ARTICLE VI

This corporation is and shall continue to be a religious corporation, not organized for profit or gain, and is and shall be without capital stock, all property held by it being in trust for the use, purpose, benefit and behoof of The Roman Catholic Church of the Archdiocese of Seattle in the State of Washington.

ARTICLE VII

The manner in which any vacancy occurring in the incumbency of such Archbishop is required by the constitution, canons, rules, regulations and discipline of said Roman Catholic Church to be filled is by written appointment issuing from the supreme authority of The Roman Catholic Church, evidenced by official letter of such appointment, which letter is signed either by said supreme authority or by an official of the said supreme authority charged at the

