

ARTICLES OF INCORPORATION  
OF  
OUR MOTHER OF SORROWS ROMAN CATHOLIC PARISH - TUCSON  
(Arizona non-profit tax exempt-corporation)

1. NAME: The name of the corporation is Our Mother of Sorrows Roman Catholic Parish – Tucson.
2. PURPOSE: The purpose for which this corporation is organized is to possess and exercise in general all powers conferred upon corporations by Arizona law, as amended from time to time, and in particular to manage the temporal affairs of the corporation, a parish of the Roman Catholic Church of the Diocese of Tucson, Arizona, in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church.
3. CHARACTER OF AFFAIRS: This corporation is organized exclusively for charitable, religious and educational purposes in general, and in particular for the ministering to the spiritual and temporal needs of people in strict accordance with the tenets and polity of the Roman Catholic Church.
4. EARNINGS: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, trustees, 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 Articles 2 and 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
5. DISTRBUTION OF ASSETS UPON 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 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 an exempt organizations under §501(c)(3) of the Internal Revenue 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.

6. INDEMNIFICATION: The power of indemnification under Arizona Revised Statutes shall not be denied or limited by the Bylaws.

7. BOARD OF DIRECTORS: The initial Board of Directors shall consist of two Directors. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

Bishop Gerald F. Kicanas, D.D.  
111 S. Church Avenue  
Tucson AZ 85702

Msgr. Thomas P. Cahalane, V.F.  
1800 S. Kolb Road  
Tucson AZ 85710

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

8. KNOWN PLACE OF BUSINESS: The street address of the known place of business of the corporation is: 1800 S. Kolb Road, Tucson AZ 85710.

9. STATUTORY AGENT: The name and address of the Statutory Agent of the Corporation are:

Gerard R. O'Meara, Esq.  
1 South Church Avenue, Suite 1900  
Tucson, AZ 85701

10. INCORPORATORS: The names and addresses of the Incorporators are:

Bishop Gerald F. Kicanas, D.D.  
111 S. Church Avenue  
Tucson AZ 85702

Msgr. Thomas P. Cahalane, V.F.  
1800 S. Kolb Road  
Tucson AZ 85710

11. MEMBERS: The corporation will not have Members.

EXECUTED this 15th day of November, 2005, by all of the Incorporators.

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Msgr. Thomas P. Cahalane, V.F.

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Bishop Gerald F. Kicanas, D.D.

The undersigned hereby acknowledges and accepts the appointment as Statutory Agent of the above-named corporation effective this 14th day of November, 2005.

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Gerard R. O'Meara