

NOTE: Changes incorporated and highlighted are those suggested by the diocese, 7/30/96

STATE OF ALABAMA

MADISON COUNTY

RESTATED
ARTICLES OF INCORPORATION
OF
HOLY SPIRIT REGIONAL SCHOOL FOUNDATION

Come now the President and the Secretary of Holy Spirit Regional School Foundation, an Alabama non-profit corporation who verify and certify as follows: Pursuant to Section 10-3A-84, of the Alabama Code of 1975, the Board of Directors, with the concurrence of the bishop, unanimously agreed to restate the original Articles of Incorporation that were recorded on January 11, 1989 in Book _____, at page _____, in the Probate Office of Madison County, Alabama; that these Restated Articles correctly set forth the provisions of the Articles of Incorporation as are hereby amended; that the Restated Articles have been duly adopted as required by law; that they supersede the original Articles of Incorporation and all amendments thereto; and that the Restated Articles of Incorporation read as follows:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be Holy Spirit Regional School Foundation.

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual unless the Corporation is dissolved by law or otherwise terminated.

ARTICLE III
PURPOSES

The nature of the business and the purposes for which the Corporation is formed shall be as follows:

(1) To conduct and support activities for charitable, scientific, literary and

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educational purposes, and all other activities which a corporation may conduct and support under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended ("Code"), for the benefit of Holy Spirit Regional School, Huntsville, Alabama.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(3) To transact all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Act which is not in conflict with paragraph (1) hereof.

(4) Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by, (A) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (B) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (C) a corporation exempt from State income tax under Section 40-18-32(a)(11), Code of Alabama (1975) as amended.

ARTICLE IV
STOCK

The Corporation shall have no stock and no stockholders.

ARTICLE V
MEMBERSHIP

The Bishop is the sole member of the Corporation.

ARTICLE VI
DIRECTORS

The Board of Directors shall consist of nine (9) non-clergy directors.

The pastor of Holy Spirit Parish, Huntsville, Alabama and the pastor of Good Shepherd Parish, Huntsville, Alabama, shall be directors by virtue of their position and shall serve as directors throughout the period of their tenure in such position.

ARTICLE VII
APPOINTMENT OF DIRECTORS

The nine (9) non-clergy directors shall be appointed, when appropriate, as

follows:

1. Three directors, at least one of whom shall be a parent of a student matriculating at Holy Spirit Regional School at the time of nomination, shall be appointed by the Holy Spirit Pastor.
2. Two directors, at least one of whom shall be a parent of a student matriculating at Holy Spirit Regional School at the time of nomination, shall be appointed by the Good Shepherd Pastor.
3. One director shall be appointed by a majority of the persons serving on the Holy Spirit Regional School Board of Education.
4. Three directors shall be appointed by a majority of the other directors.

The nine non-clergy directors shall be appointed for terms lasting three years. All nine of these directors shall have equal rights. Thereafter, directors shall be elected in the number determined by the vacancies arising each year and shall be nominated by the agency that appointed their predecessors in office.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 13020 Astalot Drive, Huntsville, Alabama, 35803, and the initial registered agent at such address shall be Greg Tucker.

ARTICLE IX POWERS

The corporation shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the purposes stated in Article Three hereunder and, in connection therewith, to exercise any of the powers granted to not for profit corporations by the Alabama Nonprofit Corporation Act consistent with this corporation's status as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 as amended and to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1954 as amended. The Board of Directors of this corporation shall administer and distribute the property held by this corporation in the manner that best serves the charitable, religious, literary,

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educational and scientific purposes for which this corporation is formed.

In furtherance of the purposes of this corporation, this corporation shall have and may exercise any and all powers conferred upon not for profit corporations by the laws of the State of Alabama, including, but not limited to, the powers enumerated below:

1. To buy, sell, deal in, lease, hold or acquire by purchase, lease, hire, or otherwise, property or any interest therein, both real and personal, wherever situated, and to improve the property of this corporation and to sell, lease, mortgage, pledge, or otherwise dispose of same;
2. To acquire by gift, purchase, or otherwise, and to own, sell, mortgage, improve, develop, or otherwise deal in bonds, negotiable papers, bills or notes, and to enjoy, trade in, or dispose of said property in any manner whatsoever;
3. To acquire, own, and transfer shares of capital stock, bonds, interest certificates, and other evidences of indebtedness of other corporations, associations, or individuals, and while holder thereof, to exercise the rights of ownership, including the right to vote thereon;
4. To establish lines of credit with banking houses and with others for the purposes hereinbefore enumerated and set forth, and to incur indebtedness and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, and negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital or for any other purpose in and about its business or affairs without limit as to amount, except as provided by statute, this to be done pursuant to such terms and conditions and by officers as the lender may require;
5. To have one or more offices and to conduct any or all of its operations and business and to promote its objects and purposes within or without the State of Alabama without restrictions as to place or amount;
6. To modify any restriction or condition on the distribution of funds for any specified charitable, religious, literary, educational, or scientific purposes, or to specified organizations, if in the sole judgment of the Board of

Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, obsolete, inappropriate, impracticable, or inconsistent with the charitable, religious, literary, educational, or scientific needs of the area specified in Article Three hereunder;

7. To establish or administer trust funds; to convey or transfer any moneys or personal or real properties to any corporate trustee possessing trust powers under the laws of the State of Alabama for the purpose of permitting said trustee to manage and invest such property on behalf of this corporation; and to exercise such control as is consistent with these articles over property conveyed or transferred by a donor to a trustee, custodian, or agent for the benefit of this corporation; and

8. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Alabama or for failure to produce a reasonable return of net income over a reasonable period of time as such shall be determined by the Board of Directors.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers conferred upon not for profit corporations under the laws of the State of Alabama.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended, or by a corporation contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1954 as amended.

ARTICLE X □
NO BENEFIT TO PRIVATE PERSONS/PROHIBITED
ACTIVITIES

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its directors or officers, but this 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 Three hereunder.

No substantial part of the activities of the corporation shall be the carrying

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on of propaganda, or otherwise attempting to influence legislation except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or against any candidate for public office.

ARTICLE XI
GENERAL PROVISIONS

(1) VOTING: At any meeting of the directors of the Corporation, the directors authorized to vote shall be entitled to one vote per individual.

(2) MANAGEMENT: The business and affairs of the Corporation shall be under the management of a board of directors, to consist of eleven (11) persons.

(3) REMOVAL OF DIRECTORS: Any director may be removed with or without cause by a vote of a majority of the directors present at a meeting called for that purpose; provided, however, that a quorum for such meeting shall consist of seventy percent (70%), or eight out of eleven, of the voting directors being present at a meeting called for that purpose; provided, further, however, that any such meeting shall be held only after notice of such a meeting has been sent to the directors as provided in the bylaws for regular or special meetings.

A director may be removed with or without cause by action of the Bishop of the Roman Catholic Diocese of Birmingham in Alabama.

(4) AMENDMENTS: The Corporation reserves the right to alter or amend these Articles of Incorporation by the affirmative vote of two-thirds of those directors in office entitled to vote at any regular or special meeting of the Board of Directors. Any such amendment shall be submitted in writing to the Bishop of the Roman Catholic Diocese of Birmingham in Alabama. Such amendment shall not become effective until said Bishop shall approve such amendment in writing or until the expiration of ninety (90) days following the receipt of such amendment by said Bishop, whichever shall first occur. In the event that said Bishop shall reject said amendment in writing within said ninety (90) day period, said amendment shall not become effective.

(5) BYLAWS: The initial bylaws of the Corporation shall be adopted by the

directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, with the approval of the Bishop.

ARTICLE XII DISSOLUTION

This corporation may be dissolved by law, by action of the Board of Directors, or by mandate of the Bishop of the Roman Catholic Diocese of Birmingham in Alabama. Upon such dissolution of the corporation for any reason, the property then held shall (after payment or provision for payment of all liabilities and the return, transfer or conveyance of assets held by the corporation requiring same, by reason of such dissolution) be paid over to the Bishop of Birmingham in Alabama, a corporation sole, for the use and benefit of Holy Spirit Regional School. If said Holy Spirit Regional School shall no longer be in existence, said property shall be used for the benefit of Holy Spirit Roman Catholic Church, Huntsville, Alabama and Good Shepherd Roman Catholic Church, Huntsville, Alabama, for use in their religious educational programs, on a prorated basis to be determined at the discretion of the said Bishop.

If either of these churches should be closed at the time of dissolution, the remaining church shall receive the funds which the closed church would otherwise have received. If both of said churches shall no longer be in existence, said property shall be used for the benefit of the Roman Catholic community in the immediate vicinity of Huntsville, Alabama. In the event that the aforesaid corporation sole (or any succeeding legal entity through which the Bishop may function) shall not exist, such disposition shall be as the said Bishop shall select, and with respect to any property not so disposed, as the court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, shall select.

In any event, the dissolution of this corporation (whether by the transfer of substantially all of the assets or funds of this corporation or otherwise) shall be accomplished consistent with the intent that the assets or funds be held and used for purposes permitted of corporations which are not private foundations under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended. Such termination shall not be affected so as to cause any tax to be imposed under Section 507(c) of the United States Internal Revenue Code of 1954 as amended.

ARTICLE XIII
APPLICABILITY OF FEDERAL REVENUE LAWS

Reference herein to any section of the United States Internal Revenue Code of 1954 as amended includes the corresponding provision or provisions then effect of any subsequent federal law.

ARTICLE XIV
BISHOP'S DELEGATES

Any reference to "Bishop" herein shall include any administrator of the Diocese of Birmingham in Alabama, or a person acting under said Bishop's General Power of Attorney or under a Special Power of Attorney for any of the purposes enumerated herein.

IN WITNESS WHEREOF, we, the said President and the said Secretary have, hereunto set our hands and seals hereto for and as the act of Holy Spirit Regional School Foundation, on this the ____ day of _____, 1996.

President

Secretary

State of Alabama

Madison County

Before me, the undersigned authority, in and for said State and said County personally appeared Caroline S. Myers and Kevin Sutton, the President and the Secretary respectively of Holy Spirit Regional School Foundation, and who being by me first duly sworn, have verified to me that the foregoing Restated Articles of Incorporation of Holy Spirit Regional School Foundation were duly accepted in accordance with the law, and in accordance with the original Articles of Incorporation.

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This the _____ day of _____, 1997.

David Foley

Bishop, Diocese of Birmingham

Notary Public

My Commission Expires: _____

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