

ARTICLES OF INCORPORATION
OF
SAINT JOSEPH SEMINARY, INC.
A Non-Profit Corporation

FILED
99 MAR -8 PM 2:45
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I
NAME

The name of the corporation is **SAINT JOSEPH SEMINARY, Inc.**, a non-profit corporation.

IDAHO SECRETARY OF STATE

ARTICLE II
DURATION

03/09/1999 09:00
CL: 1004 CI: 112241 DI: 15572
11 2:00 = 2:00 PM EXPD 11 3

The period of the corporation's duration is perpetual.

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ARTICLE III
PURPOSE

This corporation shall be a non-profit corporation, as the purposes of this corporation are to be religious and charitable, and to establish and maintain a seminary with the following objectives:

- (a) The advancement of the Traditional Roman Catholic Faith through the education of men for the priesthood, and the consistent Catholic living of its members.
- (b) To receive and hold all kinds of property, both real and personal or mixed, which it may acquire by purchase, donation, gift, bequest or devise, or property otherwise necessary to accomplish the objectives of this corporation; to sell, convey, invest, assign or lease real and personal property of any nature or description; to enter into, perform and carry out contracts of any kind necessary, in connection with or incident to, the accomplishment of the purposes of this corporation.
- (c) To transact any legal business under the laws of the State of Idaho, or the laws of any state in which the corporation may be operating to further the precepts of the traditional Roman Catholic Faith.

ARTICLE IV
SHARES

This religious corporation shall never issue stock or bonds, and no dividends shall ever be paid. In case of final dissolution of this corporation, after payment of its debts, its assets, including real estate, if any, shall be transferred or conveyed at the direction of the Board of Directors to a religious organization which is qualified as an exempt religious organization under Section 501 (c) (3) of the Internal Revenue Code as amended.

ARTICLE V
ADMINISTRATION

The management of this corporation shall remain vested in and carried out by the Board of Directors. The Board of Directors shall not be less than five (5), made up of the Superior General of the Congregation of Mary Immaculate Queen, his First Consultor, the Rector of Saint Joseph Seminary, the Treasurer of Saint Joseph Seminary, and the Director of Development of Saint Joseph Seminary.

ARTICLE VI
LIABILITY OF OFFICERS

The private property, both real and personal, of the officers of this corporation shall not be subject to the payment of corporate debts, but shall be exempt from liability thereof.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of its initial registered office is 15100 North Church Road, Rathdrum, Idaho 83858, and the name of its registered agent at the address is Father Benedict Hughes.

ARTICLE VIII
BYLAWS

The Directors of this corporation have authority to adopt its initial bylaws with any provision found to be appropriate, convenient or necessary for the management of its affairs and not inconsistent with applicable law or these Articles of Incorporation, and from time to time in the manner set out therein to alter, amend, or revoke all or any part of its bylaws.

ARTICLE IX
INCORPORATION

The number of incorporators constituting the initial Board of Directors of the corporation is five (5). The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are elected and qualified are:

Most Rev. Mark A. Pivarunas, CMRI
Superior General of the Congregation
of Mary Immaculate Queen
7745 Military Avenue
Omaha, NE 68134-3356

Rev. Father Louis Kerfoot, CMRI
First Consultor of the Congregation
of Mary Immaculate Queen
8500 North Saint Michael Road
Spokane, WA 99217-9333

Rev. Father Benedict Hughes, CMRI
Rector of Saint Joseph Seminary
15100 North Church Road
Rathdrum, ID 83858

Mr. Donald Torczon
Treasurer of Saint Joseph Seminary
13670 Church Road
Rathdrum, ID 83858

Mr. Francis deTar
Director of Development of
Saint Joseph Seminary
11655 North Howell Road
Rathdrum, ID 83858

Dated this 7 day of February, 1999.

Kootenai County, Idaho

St. Shannon Marie
witness

Most Rev. Mark A. Pivarunas, CMRI
Most Rev. Mark A. Pivarunas
Incorporator

Rev. Fr. Louis M. Kerfoot CMRI
Rev. Father Louis Kerfoot, CMRI
Incorporator

Rev. Father Benedict Hughes, CMRI
Rev. Father Benedict Hughes, CMRI
Incorporator

Mr. Donald Torczon
Mr. Donald Torczon
Incorporator

Mr. Francis deTar
Mr. Francis deTar
Incorporator