



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Certificate of Authority
FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
CHRISTIAN BROTHERS SERVICES		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: ILLINOIS		
3. The date of its incorporation is:	DECEMBER 24, 1992	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is:		
1205 WINDHAM PARKWAY, ROMEOVILLE, ILLINOIS 60441		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
6. List the specific purposes for transacting business in Rhode Island:		
MANAGEMENT CONSULTING RELATED SERVICES FOR RELIGIOUS AND RELIGIOUS AFFILIATED ORGANIZATIONS.		
Check the box to indicate an attachment. <input type="checkbox"/>		

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.n.gov

FILED

AUG 22 2017

BY

Ch 310799

7. The names and respective addresses of its directors and officers are		
OFFICE	NAME	ADDRESS
Director		
Director		
Director		
President	BROTHER MICHAEL QUIRK	1205 WINDHAM PARKWAY, ROMEOVILLE, ILLINOIS 60441
Vice President		
Treasurer	MICHAEL D. LESIAK	1205 WINDHAM PARKWAY, ROMEOVILLE, ILLINOIS 60441
Secretary	MICHAEL D. LESIAK	1205 WINDHAM PARKWAY, ROMEOVILLE, ILLINOIS 60441

Check the box to indicate an attachment. ☒

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and **ALL** Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President BROTHER MICHAEL QUIRK	Date <i>16 August 2017</i>
Signature of President OR Vice President <i>Brother Michael Quirk</i> SIGN DOCUMENT HERE	
Type of Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary Michael D. Lesiak	Date
Signature of Secretary OR Assistant Secretary <i>Michael D. Lesiak</i> SIGN DOCUMENT HERE	

TWO SIGNATURES ARE REQUIRED

File Number

5711-709-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 22 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR CHRISTIAN BROTHERS SERVICES.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 21ST
day of AUGUST A.D. 2017 .

Jesse White

SECRETARY OF STATE

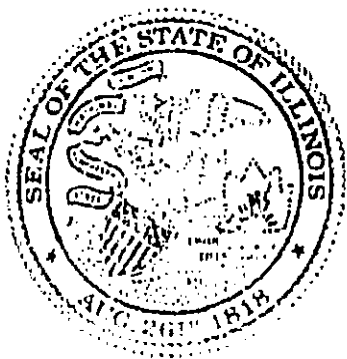
Authentication #: 1723301853 verifiable until 08/21/2018.
Authenticate at: <http://www.cyberdriveillinois.com>



Whereas, ARTICLES OF INCORPORATION OF
NATIONAL OFFICE SERVICE COMPANY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 24TH
day of DECEMBER A.D. 1992 and
of the Independence of the United States
the two hundred and 17TH*



George H. Ryan
SECRETARY OF STATE

NFP-102.10
(Revised 5-88)

ARTICLES OF INCORPORATION

(Do Not Write In This Space)

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State."
DO NOT SEND CASH!

Date 12-24-92

Filing Fee \$50

Approved [Signature]

PAID

DEC 28 1992

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: National Office Service Company

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent Brother William Walz, FSC
First Name Middle Name Last Name
Registered Office 100 DeLaSalle Drive
Number Street (Do Not Use P.O. Box)
Romeoville IL 60441 Will
City Zip Code County

Article 3. The first Board of Directors shall be 9 in number, their names and residential addresses being as follows:
(Not less than three)

Director's Name	Number	Street	Address City	State
See Exhibit A				

Article 4. The purposes for which the corporation is organized are:

See Exhibit A

60

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☒ No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?
☐ Yes ☒ No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure?
☐ Yes ☒ No

Article 5. Other provisions (please use separate page):

See Exhibit A

5711-709-5

Be

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 13, 1992

SIGNATURES AND NAMES

1. Brother William Walz, FSC
Signature
Brother William Walz, FSC
Name (please print)
2. _____
Signature

Name (please print)
3. _____
Signature

Name (please print)
4. _____
Signature

Name (please print)
5. _____
Signature

Name (please print)

POST OFFICE ADDRESS

1. 100 DeLaSalle Drive
Street
Romeoville, IL 60441
City/Town State Zip
2. _____
Street

City/Town State Zip
3. _____
Street

City/Town State Zip
4. _____
Street

City/Town State Zip
5. _____
Street

City/Town State Zip

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on the true copy.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

The registered agent cannot be the corporation itself.

The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.

The registered office may be, but need not be, the same as its principal office.

A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____

FORM NFP-102.10

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

National Office Service Company

FILED

DEC 21 1992

GEORGE H. RYAN
SECRETARY OF STATE

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$50

C-157.7

EXHIBIT A

3. The names and addresses of the directors are as follows:

Brother Louis Althaus, FSC
Christian Brothers University
650 E. Parkway South
Memphis, TN 38104

Brother David Brennan, FSC
Provincialate Community
4403 Redwood Road
Napa, CA 94558

Brother Gerard Conforti, FSC
La Salle Provincialate
800 Newman Springs Road
Lincroft, NJ 07738

Brother Dominic Ehrmantraut, FSC
618 Buell
Joliet, IL 60435

Brother Brendan Hayden, FSC
1204 N. Mesa Street
El Paso, TX 79902

Brother John Patzwall, FSC
Christian Brothers Provincialate
2535 Buckeystown Pike
Adamstown, MD 21710

Brother Joseph Saurbier, FSC
Apt. 1107
501 West 24th Place
Chicago, IL 60616

Brother Joseph Schafer, FSC
Christian Brothers Center
635 Ocean Road
Narragansett, RI 02882

Brother William Walz, FSC
McNamara Hall
Lewis University
Route 53
Romeoville, IL 60441

4. The purposes for which the corporation is organized are to provide administrative services to retirement and welfare plans and other risk pooling plans that provide benefits exclusively to (a) organizations that are officially recognized as part of the Roman Catholic Church and listed in The Official Catholic Directory, (b) employees of such organizations, and (c) members of Catholic religious orders; to provide financial support to Christian Brothers Major Superiors and to such other organizations officially recognized as part of the Roman Catholic Church as may be determined from time to time by the board of directors of the corporation; and to engage in any other activities incidental to the foregoing purposes for which a corporation may be organized under the General Not-For-Profit Corporation Act of the State of Illinois; provided, however, that the corporation is organized and shall at all times be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or

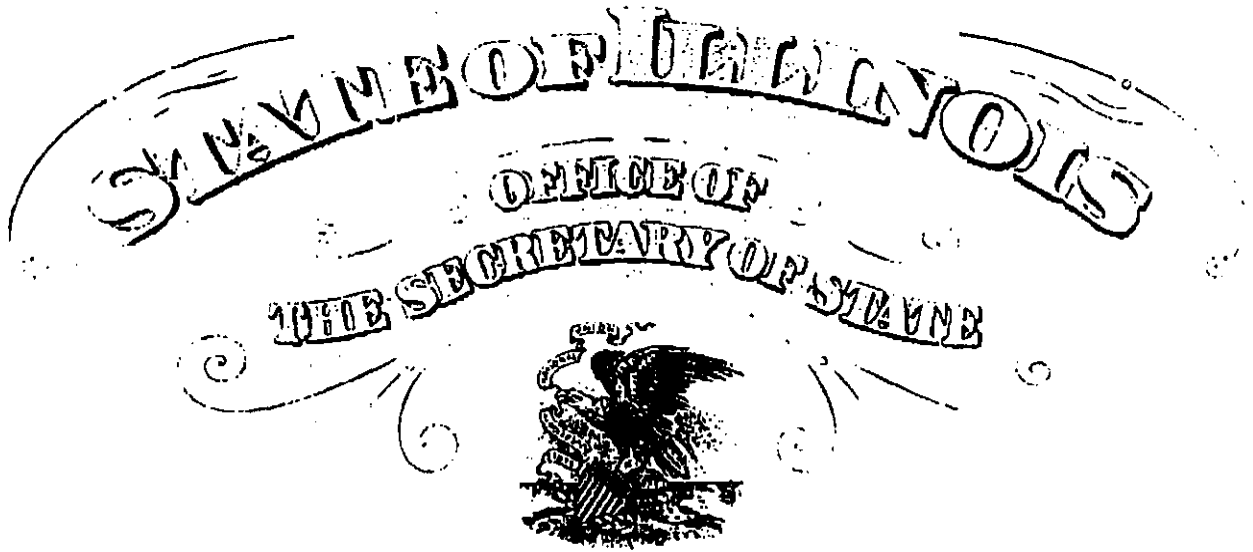
officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall consist of carrying on 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 of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

6. In the event that the corporation is terminated or liquidated, the board of directors of the corporation, after paying or making adequate provision for the payment of all of the liabilities of the corporation, shall distribute all of the assets of the corporation to Christian Brothers Major

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Superiors or to such other organization or organizations as the board of directors shall determine; provided, however, that the assets of the corporation shall be distributed only to organizations which at the time of such distribution are (1) officially recognized as part of the Roman Catholic Church and listed in The Official Catholic Directory and (2) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for religious and charitable purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

7. Christian Brothers Major Superiors shall serve as the sole member of the corporation and shall have the power to appoint or elect all of the directors of the corporation.



Whereas,

ARTICLES OF MERGER OF
NATIONAL OFFICE SERVICE COMPANY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 27TH

day of DECEMBER *A.D. 19* 93 *and*

of the Independence of the United States.

the two hundred and 18TH



George H. Ryan
SECRETARY OF STATE

NFP-111.37
Rev Jan. 1991

Submit in Duplicate

Remit payment in check or money
order, payable to "Secretary of
State."

DO NOT SEND CASH!

Filing Fee \$25.00

GEORGE H. RYAN
Secretary of State
State of Illinois

ARTICLES OF MERGER

~~ORGANIZATION~~

under the

General Not For Profit Corporation Act
Permitting a domestic or foreign
business corporation to merge
into a domestic not for profit corporation

File #

5711-709-5

This Space for Use by
Secretary of State

Date

12-27-93

Filing Fee

\$25.00

Approved

PAID

DEC 28 1993

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporations hereby adopt the following Articles of Merger ~~or Consolidation~~. (Strike inapplicable word.)

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or country of their incorporation are:

Name of Corporation	State or Country of Incorporation
National Office Service Company	Illinois 5711-709-5
Christian Brothers Services, Inc.	Illinois 5369-765-8

2. The laws of the state or country under which each corporation is incorporated permit such merger or consolidation.

3. The name of the ~~new~~ ^{surviving} corporation is National Office Service Company

and it shall be governed by the laws of Illinois

4. The plan of ~~consolidation~~ ^{merger} is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

See attached Agreement and Plan of Merger. In accordance with Article Second of the Agreement and Plan of Merger, the Articles of Incorporation of the surviving corporation are amended to change the name of the surviving corporation from National Office Service Company to Christian Brothers Services.

FILED

DEC 28 1993

GEORGE H. RYAN
SECRETARY OF STATE

EXPEDITED

DEC 27 1993

SECRETARY OF STATE

(Items in Article 5 are applicable to General Not For Profit Corporations.)

5. The plan of ^{merger} ~~consolidation~~ was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws. (§111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF CORPORATION

MANNER

National Office Service Company

(Items in Articles 6 and 7 are applicable to domestic and foreign corporations, for profit.)

6. ("X" only one box for each corporation.)

	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (\$ 11.20 of the BCA)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10. (\$ 11.20 of the BCA)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20 of the BCA.
Name of Corporation			
<u>Christian Brothers Services, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 ____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 20th, 19 93

attested by

John Bagdzius
(Signature of Secretary or Assistant Secretary)

John Bagdzius, Secretary
(Type or Print Name and Title)

Dated December 20th, 19 93

attested by

John Bagdzius
(Signature of Secretary or Assistant Secretary)

John Bagdzius, Secretary
(Type or Print Name and Title)

Dated _____, 19 _____

attested by

(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

NATIONAL OFFICE SERVICE COMPANY

(Exact Name of Corporation)

by

Brother William Walz
(Signature of President or Vice President)

Brother William Walz, FSC, President
(Type or Print Name and Title)

CHRISTIAN BROTHERS SERVICES, INC.

(Exact Name of Corporation)

by

Brother William Walz
(Signature of President or Vice President)

Brother William Walz, FSC, President
(Type or Print Name and Title)

(Exact Name of Corporation)

by

(Signature of President or Vice President)

(Type or Print Name and Title)

FORM NFP-111.37

File No. _____

ARTICLES OF MERGER

~~INCORPORATION~~

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

a business corporation into
a domestic not for profit
corporation

Filing Fee \$25.00

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-9921

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated this 20th day of December, 1993, between National Office Service Company, an Illinois not for profit corporation (the "Surviving Corporation"), and Christian Brothers Services, Inc., an Illinois for profit corporation (the "Merging Corporation"), which corporations are hereafter sometimes jointly referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Surviving Corporation has been organized under the General Not For Profit Corporation Act of the State of Illinois for the purpose of providing administrative services to risk pooling plans that provide coverage exclusively to organizations officially recognized as part of the Roman Catholic Church which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and listed in The Official Catholic Directory; and

WHEREAS, the Internal Revenue Service has issued a determination letter to the Surviving Corporation which confirms that the Surviving Corporation is exempt from federal income tax under Section 501(c)(3) of the Code; and

WHEREAS, the Merging Corporation has been organized under the Business Corporation Act of the State of Illinois for the same purpose as the Surviving Corporation; and

WHEREAS, all of the outstanding stock of the Merging Corporation is owned by Christian Brothers Major Superiors, a not for profit corporation organized under the laws of the State of New Mexico which also serves as the sole member of the Surviving Corporation; and ✓

WHEREAS, the Constituent Corporations wish to merge into a single corporation upon the terms and conditions set forth in this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein set forth, the Constituent Corporations do hereby agree as follows:

FIRST: The Merging Corporation shall be merged into the Surviving Corporation on the Effective Date (defined in Article Fifth below), and the Surviving Corporation shall be deemed the surviving corporation for all purposes.

SECOND: The Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed from National Office Service Company to Christian Brothers Services. 11/C

THIRD: Upon the Effective Date, all of the outstanding stock of the Merging Corporation shall be cancelled, and Christian Brothers Major Superiors, which is the sole shareholder of the Merging Corporation and the sole member of the Surviving Corporation, shall continue as the sole member of the Surviving Corporation. ✓

FOURTH: The other terms and conditions of the merger are as follows:

(a) Upon the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, immunities, and franchises, of a public or private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, including all obligations and liabilities which have arisen under or which shall in the future arise under or exist by virtue of any and all contracts, agreements, or endorsements issued or entered into by the Merging Corporation prior to the Effective Date. All rights of creditors and all liens upon the property of either of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to said Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. The liability of the Constituent Corporations, or the rights or remedies of the creditors thereof, or of persons doing or transacting business with such corporations, shall not, in any way, be lessened or impaired by this merger.

(b) No action or proceeding pending at the Effective Date in which either of the Constituent Corporations may be a party, either as plaintiff or defendant, shall abate or discontinue by reason of this merger, but the same may be prosecuted to final judgment in the same manner as if this merger had not taken place, or the Surviving Corporation may be substituted in place of any Constituent Corporation by order of the court in which the action or proceeding may be pending.

(c) Upon the merger's becoming effective, for accounting purposes, the assets, liabilities, and reserves of the Merging Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merging Corporation immediately prior to the merger, and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

(d) Upon the merger's becoming effective, the directors and officers of the Surviving Corporation shall be the present directors and officers of the Surviving Corporation.

(e) Upon the merger's becoming effective, there will be no changes in the Articles of Incorporation or Bylaws of the Surviving Corporation, except as provided in Article Second above.

(f) The Surviving Corporation shall pay all of the expenses of the merger.

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(g) The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

FIFTH: The merger shall become effective upon the issuance of a certificate of merger by the Secretary of State of Illinois or as of the close of business on December 31, 1993, whichever occurs later (the "Effective Date"). ✓

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either Constituent Corporation at any time prior to the filing of articles of merger with the Secretary of State of Illinois.

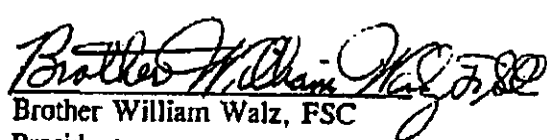
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the day and year first set forth above.

ATTEST:

NATIONAL OFFICE SERVICE COMPANY


John Bagdizius
Secretary

By:


Brother William Walz, FSC
President

ATTEST:

CHRISTIAN BROTHERS SERVICES, INC.


John Bagdizius
Secretary

By:


Brother William Walz, FSC
President

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF

CHRISTIAN BROTHERS SERVICES
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of NOVEMBER A.D. 19 96 and of the Independence of the United States the two hundred and 21ST .



George H. Ryan

Secretary of State

NFP-110.30
(Rev. Jan. 1995)

*Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State."*

DO NOT SEND CASH!

GEORGE H. RYAN
Secretary of State
State of Illinois

**ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT**

File # 5711-7095

This Space For Use By Secretary of State	
Date	<u>11-14-96</u>
Filing Fee	<u>217</u>
Approved	<u>[Signature]</u>

5X

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Christian Brothers Services

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on November 3 1996 in the manner indicated below ("X" one box only.)

☐ By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)

☒ By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

See Attached Resolutions.

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November 3, 1996

CHRISTIAN BROTHERS SERVICES

attested by John J. Bawozius
(Signature of Secretary or Assistant Secretary)
John J. Bawozius, Secretary
(Type or Print Name and Title)

by Brother William Walz
(Signature of President or Vice President)
Brother William Walz, PSC, President
(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No. _____

ARTICLES OF AMENDMENT

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Filed Articles \$100

FILED

NOV 14 1996

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832

C-130 7

[REDACTED]

RESOLVED, that Article 4 of the articles of incorporation of the corporation be and it hereby is deleted and the following new Article 4 is substituted in its place:

4. The purposes for which the corporation is organized are to provide administrative services to retirement and welfare plans and other risk pooling plans that provide benefits exclusively to (a) organizations that are officially recognized as part of the Roman Catholic Church and listed in The Official Catholic Directory, (b) employees of such organizations, and (c) members of Catholic religious orders; to provide financial support to Christian Brothers Major Superiors and to such other organizations officially recognized as part of the Roman Catholic Church as may be determined from time to time by the board of directors of the corporation with the consent of Christian Brothers Major Superiors; and to engage in any other activities incidental to the foregoing purposes for which a corporation may be organized under the General Not-For-Profit Corporation Act of the State of Illinois; provided, however, that the corporation is organized and shall at all times be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FURTHER RESOLVED, that Article 6 of the articles of incorporation of the corporation be and it hereby is deleted and the following new Article 6 is substituted in its place:

6. Upon dissolution of the corporation, the board of directors of the corporation, after paying or making adequate provision for the payment of all of the liabilities of the corporation, shall distribute all of the assets of the corporation to Christian Brothers Major Superiors or to such other organization or organizations as the board of directors shall determine with the consent of Christian Brothers Major Superiors; provided, however, that the assets of the corporation shall be distributed only to organizations which at the time of such distribution are (1) officially recognized as part of the Roman Catholic Church and listed in The Official Catholic Directory and (2) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for religious and charitable purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.
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