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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Diocesan Administration Corporation

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

Please see Exhibit A which is attached hereto.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

Please see Exhibit B which is attached hereto.

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Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is William T. Murphy
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is three
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
William T. Murphy	Old Colony House, 58 Weybosset St., Suite 400, Providence, RI 02903
Charles A. Pisaturo, Jr.	Same
Steven T. Hayes	Same

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
William T. Murphy	Old Colony House, 58 Weybosset St., Suite 400, Providence, RI 02903
Charles A. Pisaturo, Jr.	Same
Steven T. Hayes	Same

8. Date when corporate existence is to begin November 19, 1999
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

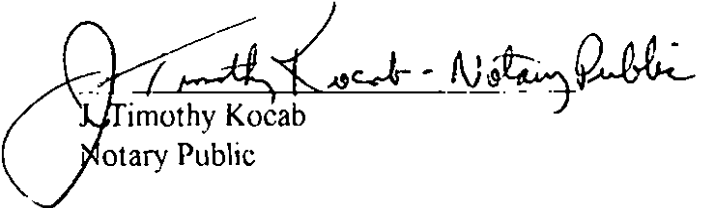
Date: 11/19/99

Mr. Dwyer
 Charles A. Dwyer
 William T. Murphy

Signature of each Incorporator

State of Rhode Island
Providence County

Before me on November 19, 1999 in Providence appeared Steven T. Hayes, Charles A. Pisaturo, Jr., and William T. Murphy, to me known and by me known to be the persons executing the attached Articles of Incorporation for Diocesan Administration Corporation; and they acknowledged their execution thereof as their free acts and deeds.

 - Notary Public
Timothy Kocab
Notary Public

Diocesan Administration Corporation
Articles of Incorporation

Exhibit A.

THIRD. *The purpose or purposes for which the corporation organized are:*

to provide administrative, financial, and other support services to corporations organized to conduct the temporal affairs of the Roman Catholic Church in the Diocese of Providence, and further, to carry on any other religious, educational or charitable works which are consistent with the teachings of the Roman Catholic Church, and which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code (the "Code").

*Diocesan Administration Corporation
Articles of Incorporation*

Exhibit B

FOURTH: *Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:*

4.1 The corporation shall possess all of the powers specified in Section 7-6-5 of the Rhode Island Nonprofit Corporation Act as now in force and hereafter amended, and may carry on any operation or activity referred to in Article 3 to the same extent as might an individual; provided, however, that no such power shall be exercised in a manner inconsistent with the Rhode Island Nonprofit Corporation Act or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Code.

4.2 The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member, director or officer. In the event of the liquidation of the corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of the corporation's assets or the proceeds thereof and upon such liquidation, the balance of all money, assets, and other property of the corporation, after the payment of all its debts and obligations, shall be used by or distributed to one or more charitable, educational or religious organizations of the Roman Catholic Church within the Diocese of Providence that are exempt from tax under Section 501 (c)(3) of the Code.

4.3 No director shall be personally liable to the corporation or its members for monetary damages for breach of the director's fiduciary duty as a director

notwithstanding any provision of law imposing such liability, except to the extent that such exemption is not permitted under the Rhode Island Nonprofit Corporation Act.

4.4 No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.