

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**ST. PAUL UNIVERSITY CATHOLIC FOUNDATION, INC.**

CERTIFICATE

These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the St. Paul University Catholic Foundation, Inc. Board of Directors by written consent on March 31, 2016, pursuant to due notice required by Section 181.1002 of the Wisconsin Statutes and the written consent provisions of Section 181.0821 of the Wisconsin Statutes. These Amended and Restated Articles supersede and take the place of the existing Amended and Restated Articles of the St. Paul University Catholic Foundation, Inc., dated April 18, 2012.

**ARTICLE I**

**Name**

The name of the corporation shall be ST. PAUL UNIVERSITY CATHOLIC FOUNDATION, INC. (“Foundation”).

**ARTICLE II**

**Purposes & Powers**

**Section 1: Purposes.** The Foundation is organized pursuant to provisions of Chapter 181 of the Wisconsin Statutes. The major purposes of the Foundation are to: promote the religious, charitable, and educational interests of (1) Roman Catholic students, faculty and staff at the University of Wisconsin-Madison, (2) other Roman Catholics who demonstrate a commitment to Catholic ministry at the University of Wisconsin-Madison by supporting and becoming members of the Foundation, and (3) other individuals who demonstrate a commitment to Catholic ministry at the University of Wisconsin-Madison by supporting and becoming members of the Foundation. Included in the purpose of the Foundation is (a) the furnishing of financial, organizational, and facility support for the St. Paul University Catholic Parish; (b) the

rendition of services and facilities for the benefit of Badger Catholic, Inc., a student-directed and controlled foundation and registered student organization on the University of Wisconsin-Madison campus, and (c) the establishment and maintenance of residential housing wherein Roman Catholic and other persons may, by express commitment, live in a faith community with one another in order to, individually and collectively and without limitation, be educated in their faith, engage in service by performance of the corporal works of mercy, or strengthen their spiritual commitment to Roman Catholicism through intensive sacramental participation and other related activities.

This corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and for the benefit of, to perform the functions of, or to carry out the purposes of the Roman Catholic Church, so long as it is an organization described in Section 509(a)(1) or (2) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

**Section 2: Powers.** The Foundation shall have and may exercise any of the powers necessary or convenient to effect its purposes as set out in Section 181.0302 of the Wisconsin Statutes. The powers of the Foundation do not extend to questions of doctrine or the powers and responsibilities under the Code of Canon Law of the Roman Catholic Church or of the Pastor of St. Paul University Catholic Parish, including liturgical prayer, sacramental preparation and celebration, catechetical presentation, and pastoral ministry. The Foundation shall at all times, as determined by the Board of Directors of the Foundation, cooperate with Badger Catholic, Inc., regarding reasonable access to and use of the Foundation's facilities, staff, and services.

The Foundation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes. The Foundation shall not engage in any of the following activities:

(1) The Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Foundation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Foundation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III**

#### **Members**

**Section 1: Classes of Members.** Members of the Foundation shall be classified as ex-officio, university, community, honorary, and supporting members, as set forth in Sections 2 through 6 of this ARTICLE.

**Section 2: Ex-Officio Members.** The Pastor of St. Paul University Catholic Parish (“the Pastor”) and the Bishop of the Diocese of Madison shall be the ex-officio members.

**Section 3: University Members.** University members are enrolled Roman Catholic student, faculty, and staff at the University of Wisconsin-Madison who (if student) register with the Foundation and (if non-student) provide such financial support and/or services as may be prescribed from time to time by the Board of Directors of the Foundation (“the Board”).

**Section 4: Community Members.** Community members are all other Roman Catholics who register with the Foundation, are committed to its purposes, and provide such financial and/or service support as may be prescribed from time to time by the Board.

**Section 5: Honorary Members.** Honorary members are persons who from time to time are elected to this classification and honored for serving the Foundation in an outstanding manner. Once designated, they remain honorary members for life.

**Section 6: Supporting Members.** Supporting members are persons not described in Sections 2 through 5 of this ARTICLE who support the mission of the St. Paul University Catholic Foundation, Inc., as described in ARTICLE II and (if student) register with the Foundation or (if non-student) provide financial support and/or services as may be prescribed by the Board.

**Section 7: Voting Rights.** In recognition of the special nature of the Foundation, and especially the substantial annual changes in its student and other memberships, the voting authority is the exclusive prerogative and responsibility of the Board, except as to matters relating to dissolution, for which provision is made in ARTICLE VI, and as to amendments to these ARTICLES as adopted by the members at an annual Foundation membership meeting pursuant to the provisions of ARTICLE VII.

**Section 8: Membership Composition.** A valid act of the membership of the Foundation requires a majority vote of the members, as may be prescribed in the Bylaws, with respect to an annual or special meeting of the Foundation membership.

**Section 9: Meetings of Members.** Annual and special meetings of the members and quorums for such meetings shall be held as prescribed in the Bylaws of the Foundation.

## ARTICLE IV

### Board of Directors

**Section 1: Board of Directors.** The affairs of the Foundation shall be governed by a Board comprised of ex-officio and elected Directors. The Board shall consist of not less than nine (9) Directors, or such larger number as may be prescribed by the Bylaws. All Directors shall have voting powers.

**Section 2: Ex-Officio Directors.** The Bishop of the Diocese of Madison, or his duly designated representative, and the Pastor of St. Paul University Catholic Parish, and not more than three students designated by the Board of Directors of Badger Catholic, Inc., shall be ex-officio directors. The Board shall prescribe in the Bylaws the specific number of ex-officio students, but not less than one, that shall be designated by Badger Catholic, Inc.

**Section 3: Elected Directors.** All Directors, other than those who are ex-officio, shall be classified as elected Directors. They shall be members of the Foundation in good standing who are not enrolled as students at the University of Wisconsin-Madison and shall be chosen by the Board at a special or regular meeting of the Board to be held between April 1 and May 31 of each calendar year. Election to the Board shall require a favorable majority of members of the Board voting at the aforementioned meeting for which a quorum has been established, in accordance with ARTICLE IV, Section 6.

**Section 5: Nominating Committee.** There shall be a Nominating Committee composed of the Chair of the Board (as defined in ARTICLE V, Section 3), the Pastor of St. Paul University Catholic Parish, and at least two Foundation members recommended by the Chair and subject to the approval of the Board. All of the at-large members of the Nominating Committee shall be members of the Foundation in good standing. The Nominating Committee shall annually prepare a list of proposed candidates for election to the Board at the special or regular meeting of the Board to be held as described in ARTICLE IV, Section 3. The Nominating Committee shall

submit the list of candidates to the Board's Chair, who in turn shall promptly notify all Board members of the Nominating Committee's proposed candidates. In lieu of a Nominating Committee, the Board may in any year elect to propose candidates for election to the Board. Before any vote by the Board on the candidates, the Chair of the Board shall furnish the list of proposed candidates to the Bishop. The Bishop or his representative may reject any nominee within fifteen (15) calendar days after the Chair of the Board has furnished the list to the Bishop.

**Section 6: Quorum.** A majority of the elected Directors then serving, with at least one being the Bishop (or his representative) or the Pastor, shall constitute a quorum for the transaction of Foundation business. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action is signed, by hand-written or electronic signature, by at least two-thirds of the Directors then in office. The Board in the Bylaws may establish a higher minimum number of the Directors then in office, or other voting requirements, to approve an action by consent resolution. The Board may prescribe in the Bylaws the manner in which Directors may participate in meetings by means of electronic, video, or audio conferencing technology in lieu of attendance in person and whether and in what manner proxies may be used by Directors to vote on matters at Board meetings.

## **ARTICLE V**

### **Officers**

**Section 1: Officers.** The general officers of the Foundation shall be a Chair, Vice Chair, Secretary, Treasurer, Pastor and any other officers deemed necessary by the Board of Directors.

**Section 2: Ex-Officio Officer.** The Pastor of St. Paul University Catholic Parish shall be an ex-officio officer.

**Section 3: Elected Officers.** The Chair, Vice Chair, Secretary, and Treasurer and other non ex-officio officers shall be elected by the Board from among the non-clerical Directors for terms prescribed in the Bylaws.

**Section 4: Duties of Officers.** The principal duties of the officers, ex-officio or elected, shall be those prescribed in the Bylaws or that which is usual and necessary for their respective offices.

## **ARTICLE VI**

### **Dissolution**

Unless otherwise expressly provided in this ARTICLE, the dissolution of the Foundation shall be governed by Chapter 181 of the Wisconsin Statutes. Where dissolution is under consideration, such proposed action shall be initiated by the Board by its adoption of a resolution recommending that the Foundation be dissolved and directing that the question of such dissolution be submitted to a vote of the members at an annual or special meeting. Such recommendation shall require the favorable vote of at least three-fourths (3/4) of the directors then in office.

Written notice that the purpose, or one of the purposes, of a meeting of members is to consider the dissolution of the Foundation shall be given to all members at least twenty (20) days before such meeting.

A resolution by the Board recommending that the Foundation be dissolved shall require for adoption a favorable vote of two-thirds (2/3) of the votes entitled to be cast by the members present at such meeting or represented by proxy, provided a quorum is present. The Bylaws shall prescribe the quorum required for the meeting.

Should the Foundation be dissolved or cease for any other reason to exist as a corporate body, all of its property, shall be placed in trust to help insure a continued Catholic presence at the University of Wisconsin-Madison, said trust to be administered by the Roman Catholic Diocese of Madison.

In the event the Roman Catholic Diocese of Madison is unable or unwilling to assume the trust responsibility described in the preceding paragraph, the provisions of this paragraph shall apply. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Dane County, Wisconsin, in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

## **ARTICLE VII**

### **Amendments**

The ARTICLES may be amended by a three-fourths (3/4) affirmative vote of the Directors present and voting at any meeting of the Board at which a quorum is present, provided further that the Directors shall receive at least twenty (20) days written notice of the wording or the substance of the proposed amendment(s). Notice may be waived in writing by any Director. Amendments may also be adopted by a vote of the membership at an annual meeting of the Foundation membership pursuant to the minimum requirements, including those for notice and voting, set forth in Section 181.1003 of Chapter 181 of the Wisconsin Statutes.

## **ARTICLE VIII**

### **Indemnification**

**Section 1: Mandatory Indemnification.** The Foundation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Foundation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Foundation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Foundation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Statutes and all amendments thereto which permit or require the Foundation to provide broader indemnification rights than prior to the amendment.

All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.

**Section 2: Private Foundation Limitation.** Notwithstanding the foregoing, at any time when or if the Foundation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

**Section 3: Limited Liability of Volunteers.** Each individual (other than an employee of the Foundation) who provides services to or on behalf of the Foundation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Foundation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Foundation in writing.

## **ARTICLE IX**

### **Address & Registered Agent**

The street address of the registered office of the Foundation is 723 State Street, Madison, Wisconsin 53703. The mailing address of the principal office of the Foundation is 723 State Street, Madison, Wisconsin 53703.

The name and address of the registered agent is:

Rev. Eric Nielsen  
723 State Street  
Madison, Wisconsin 53703

**ARTICLE X**

**Certificate of Adoption**

The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION were adopted by the Board of Directors on March 31, 2016.

(NO SEAL)

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Rev. Eric Nielsen  
Pastor and Director  
723 State Street,  
Madison, WI 53703

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Michael S. Varda  
Chair, Board of Directors  
1724 Hoyt Street,  
Madison, WI 53726

**DRAFTER'S CERTIFICATION**

I hereby certify that this document was drafted by:

Michael S. Varda  
1724 Hoyt Street  
Madison, Wisconsin 53726

Dated this 31st day of March, 2016.

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Michael S. Varda