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ARTICLES OF INCORPORĂTION (Amended and Restated on October 18, 2013)

OF

CATHOLIC COMMUNITY FOUNDATION IN THE ARCHDIOCESE OF SAINT PAUL AND MINNEAPOLIS

ARTICLE I Name

The name of the corporation shall be **"Catholic Community Foundation of Minnesota"** (the "Foundation").

ARTICLE II Duration

The Foundation shall have a perpetual duration.

ARTICLE III Registered Office

The registered office of this Foundation is located at Court West Suite 500, 2610 University Avenue West, Saint Paul, MN 55114.

ARTICLE IV

Purpose

This Foundation is organized and shall be operated exclusively for religious, charitable and educational purposes, and shall be subject to and operated in conformance with the rules, regulations and standards established and permitted under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, this Foundation is organized and shall be operated (1) to receive any real property, tangible or intangible personal property, including money by gift, grant, devise or bequest from any individual, foundation or corporation or other entity, either private or public, or governmental instrumentality, in order to support financially the present and future spiritual, educational and social needs of our Catholic community especially the Catholic community within the State of Minnesota with the principal focus on the support of the Catholic community of Saint Paul and Minneapolis; (2) to provide responsible and effective financial management of resources; and (3) to assist Catholic Dioceses within the State of Minnesota in providing for the support of their local Catholic community.

ARTICLE V

Powers

The Foundation shall have all the powers granted under the Minnesota Non-Profit Corporation Act, however, the Foundation shall have and exercise only such powers as are required by and are consistent with the exempt purposes of the Foundation and are within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended. Subject to this limitation, the powers of the Foundation include, but are not limited to: