

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CATHOLIC FINANCE CORPORATION**

The undersigned, John Bierbaum, the Secretary of Catholic Finance Corporation, a Minnesota nonprofit corporation (the "Corporation"), with the purpose of amending the Corporation's Articles of Incorporation under the provisions of Minnesota Statutes Sections 317A.131 and 317A.133, states that:

1. The name of the Corporation is: Catholic Finance Corporation.
2. Article II of the Corporation's Articles of Incorporation is amended and restated so that as amended and restated it reads in its entirety as follows:

**"ARTICLE II
Purposes**

The corporation shall be operated exclusively for charitable purposes, as such purposes are legally defined; excluding, however, any purpose that is not exclusively charitable within the meaning of sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (the "Code"). All references in these Articles of Incorporation to a particular section of the Code shall mean and include, as now enacted or as hereafter amended, such section and any provisions of federal or state law as now are or may hereafter be applicable, cognate to such section. Within the scope and in furtherance of the charitable purposes herein provided, the corporation is organized and shall be operated for the benefit of, to perform services for, or to carry out the purposes of The Archdiocese of Saint Paul and Minneapolis (the "Archdiocese"), Catholic Parishes and Catholic Schools within the geographical boundaries of the Archdiocese, dioceses, archdioceses, Catholic Parishes and Catholic Schools outside of The Archdiocese of Saint Paul and Minneapolis and within the United States, each a nonprofit corporation and a qualified charity under Sections 501(c)(3) and 509(a)(1) and (2) of the Code (collectively, "Catholic Organizations").

The Corporation shall serve The Archdiocese of Saint Paul and Minneapolis by increasing the effective and efficient stewardship of Temporal Goods. This includes, but is not limited to, providing financial management, lending, analytical, educational and consulting services for the Catholic organizations. The Corporation shall be operated and conducted in conformance with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church and promulgated by the Archdiocese. The corporation is organized and shall be operated in accordance with the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A."