

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

September 3, 1976

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Christendom Educational Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court Prince William County

STATE CORPORATION COMMISSION

By

Thomas P. Hammon
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court Prince William County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 13th
day of Sept, 1976 and is now returned to the State Corporation Commission by certified mail.

C. E. Smith
by J. S. Moore, Deputy
Clerk

CHRISTENDOM EDUCATIONAL CORPORATION

ARTICLES OF INCORPORATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is CHRISTENDOM EDUCATIONAL CORPORATION (hereinafter called the Corporation).

(b) The purposes for which the Corporation is formed are religious, educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, being the provision to the public of various forms of educational services based on the revelation of Jesus Christ and the doctrines of the Christian Faith as taught by the Roman Catholic Church, including the foundation, development and operation of an institution to be known as Christendom College, offering higher education for two or more years beyond high school; the preparation and presentation of seminars, lectures, courses and study programs for the public both connected with, and apart from Christendom College; the purchase and sale of books and the maintenance of a library; the publication, distribution and sale of periodicals, books, tapes, films and other media of communication; the sponsorship, production and sale of Christian art (including, but not limited to music, sculpture, painting, metalwork, woodwork and stonework) and the training of artists; and other activities proper to this end, encompassing those activities necessary and useful to the conduct of the above-mentioned and related programs, including, but not limited to the renting, leasing, purchase, ownership and sale of land and buildings and the construction and improvement of buildings for chapels, classrooms, workshops, libraries, dormitories and other uses required by the educational activities of the Corporation; the rental, lease, purchase, ownership and sale of printing and electronic facilities for publications and productions, and of works of art, musical instruments and tools and materials used in the production of Christian art.

(c) The Corporation will have no members and shall not be authorized to issue capital stock.

(d) The Directors of the Corporation are to be selected by vote of the majority

woodwork and stonework) and the training of artists; and other activities proper to this end, encompassing those activities necessary and useful to the conduct of the above-mentioned and related programs, including, but not limited to the renting, leasing, purchase, ownership and sale of land and buildings and the construction and improvement of buildings for chapels, classrooms, workshops, libraries, dormitories and other uses required by the educational activities of the Corporation; the rental, lease, purchase, ownership and sale of printing and electronic facilities for publications and productions, and of works of art, musical instruments and tools and materials used in the production of Christian art.

(c) The Corporation will have no members and shall not be authorized to issue capital stock.

(d) The Directors of the Corporation are to be selected by vote of the majority of the Board of Directors, in accordance with the provisions of the By-laws.

(e) The post-office address of the initial registered office is 16006 Tiffany Lane, Haymarket, Virginia 22069. The name of the county in which the initial registered office is located is Prince William County of Virginia. The name of its registered agent is Warren H. Carroll, who is a resident of Virginia and who is a Director of the corporation, and whose business office is the same as the registered office of the corporation.

(f) The number of Directors constituting the initial Board of Directors is five and the names and addresses of the persons who are to serve as the initial Directors are: Warren H. Carroll (Chairman), 16006 Tiffany Lane, Haymarket, Virginia 22069; Anne W. Carroll, 16006 Tiffany Lane, Haymarket, Virginia 22069; Onalee F. McCraw, 6542 Hitt Ave., McLean, Virginia 22101; Dr. Sean O'Reilly, 1427 Colleen Lane, McLean, Virginia 22101; Jeffrey A. Mirus, South Pineview Drive, Laurinburg, North Carolina 28352.

(g) The Corporation shall have no power to engage in any activities prohibited by, or not in furtherance of, one or more tax exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; specifically, no part of the activities of the Corporation shall include attempts to influence legislation, or participating in any political campaign on behalf of any candidate for public office.

(h) If at any time, and for any reason, the Corporation shall voluntarily dissolve as provided under Virginia law, all assets and property held by it, whether in trust or otherwise, may, after the payment of its liabilities, be paid over in the discretion of the Board of Directors to another organization of like purpose or purposes which itself has established its tax-exempt status under Section 501 of the Internal Revenue Code, as amended.

(i) The duration of the Corporation shall be perpetual.

Dated August 30, 1976

<u>Name</u>	<u>Address</u>
<u>Warren H. Carroll</u>	<u>16006 Tiffany Lane Haymarket, Va 22069</u>
<u>Anne W. Carroll</u>	<u>16006 Tiffany Lane Haymarket, Va 22069</u>
<u>Onalee McCraw</u>	<u>6542 Hitt Ave. McLean, Va 22101</u>

Incorporators

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
January 25, 1977

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Christendom Educational Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Prince William County

STATE CORPORATION COMMISSION

By

Thomas P. Hammett
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Prince William County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 3rd day of Feb., 1977 and is now returned to the State Corporation Commission by certified mail.

C. P. Grant
By Betty Shuster, Deputy Clerk

ARTICLES OF AMENDMENT
of the Articles of Incorporation of
CHRISTENDOM EDUCATIONAL CORPORATION

On January 11, 1977, in a meeting the board of directors of the corporation, by a vote of at least two thirds of the directors in office, adopted the following proposed amendment of its articles of incorporation:

Section (h) of the Articles of Incorporation of Christendom Educational Corporation is hereby amended to read as follows:

(h) If at any time, and for any reason, the Corporation shall voluntarily dissolve as provided under Virginia law, all assets and property held by it, whether in trust or otherwise, may, after the payment of its liabilities, be paid over in the discretion of the Board of Directors to another organization of like purpose or purposes which itself has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

There are no members of the corporation.

Executed in the name of the corporation by its president and its secretary who declare under the penalties of perjury that the facts stated herein are true. Dated January 11, 1977.

CHRISTENDOM EDUCATIONAL CORPORATION

by

Warren H. Carroll

Warren H. Carroll, President

and

Anne W. Carroll

Anne W. Carroll, Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**AT RICHMOND,
May 13, 1980**

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Christendom Educational Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF AMENDMENT**

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the **Circuit Court of Warren County**

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the **Circuit Court of Warren County**

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 19th
day of May, 1980 and is now returned to the State Corporation Commission by certified mail.

James H. Brown, Deputy
Clerk

ARTICLES OF AMENDMENTS TO ARTICLES OF INCORPORATION

A. The name of this Corporation is the CHRISTENDOM EDUCATIONAL CORPORATION.

B. The amendments to the Articles of Incorporation adopted by the Board of Directors are:

1) Article (c) is amended to read:

(c) There shall be two classes of members: (1) individuals and (2) corporations. An applicant for either class of membership shall not become a member until certified to membership by majority vote of the Directors in office. Each individual member and each corporate member shall be entitled to one vote. Individual members may not vote by proxy. To be eligible to vote, a corporate member shall submit, in writing, to the President or the Secretary, at least thirty days prior to a vote of members, the name of one individual who alone shall be entitled to vote on behalf of said corporate member.

2) Article (d) is amended to read:

(d) Directors shall be elected by the members from among the members for terms of three years, with one-third being elected at each annual meeting. Board members appointed by the Board to fill vacancies shall serve only until the next annual meeting.

C. Other than the Board of Directors, there are currently no members of this Corporation. The amendments received a vote of at least two-thirds of the Directors in office at a meeting of the Board held on Friday, May 9, 1980.

Warren H. Carroll
Warren H. Carroll, Chairman

Date May 10, 1980

Anne W. Carroll
Anne Carroll, Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 11, 1994

The State Corporation Commission has found the accompanying
articles submitted on behalf of

CHRISTENDOM EDUCATIONAL CORPORATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective January 11,
1994 at 09:24 AM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
94-01-10-0041

ARTICLES OF AMENDMENT

OF

CHRISTENDOM EDUCATIONAL CORPORATION

We hereby act to amend the Articles of Incorporation of Christendom Educational Corporation under the provisions of Article 10, Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the corporation is **Christendom Educational Corporation**

2. Section (d) of the Articles of Incorporation of the corporation is hereby amended to read, in its entirety, as follows:

(d) Directors shall be members of the Corporation and shall serve for a term of three years. Directors shall be nominated by the Board or by members present at the annual meeting, and elected by the members at the annual meeting. The terms of no fewer than three and no more than four Directors shall expire each year. Board members appointed by the Board to fill vacancies shall serve only until the next annual meeting.

The Board may nominate Advisers to the Board to serve for a term of three years upon election by the members at the annual meeting. Advisers shall be in such number and have such duties as shall be determined by the Board, but shall not perform any of the duties of the Board of Directors.

3. This amendment was approved and adopted by the members of the corporation on August 29, 1993, a quorum of members being present, with 26 votes being cast in favor of the amendment, and none against, after having been recommended, proposed and submitted to the members by the Board of Directors, in accord with the provisions of Chapter 10, Title 13.1 of the Code of Virginia.

Given under my hand this 5th day of December, 1993.

CHRISTENDOM EDUCATIONAL CORPORATION

By: J. Lawrence McCarty
President

ATTEST:

Robert E. Macy
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 29, 1997

The State Corporation Commission has found the accompanying
articles submitted on behalf of

CHRISTENDOM EDUCATIONAL CORPORATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective January 29,
1997 at 10:49 AM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
97-01-24-0062

ARTICLES OF AMENDMENT
OF
CHRISTENDOM EDUCATIONAL CORPORATION

We hereby act to amend the Articles of Incorporation of Christendom Educational Corporation under the provisions of Article 10, Chapter of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the corporation is **Christendom Educational Corporation.**

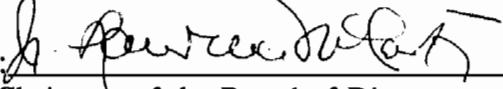
2. Section (d) of the Articles of Incorporation of the corporation is hereby amended at the third sentence of said section to read as follows:

(d) The terms of no fewer than four and no more than five shall expire each year.

3. This amendment was approved and adopted by the members of the corporation on September 29, 1996, a quorum of members being present, with 15 votes being cast in favor of amendment, and none against, after having been recommended, proposed and submitted to the members by the Board of Directors, in accord with the provisions of Chapter 10, Title 13.1 of the Code of Virginia.

Given under my hand this 18th day of December, 1996.

CHRISTENDOM EDUCATIONAL CORPORATION

By: 
Chairman of the Board of Directors

ATTEST:


Secretary

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 30, 1997

The State Corporation Commission finds the accompanying articles submitted on behalf of

CHRISTENDOM EDUCATIONAL CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

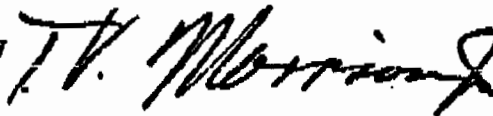
NOTRE DAME INSTITUTE FOR CATECHETICS CORPORATION

is merged into CHRISTENDOM EDUCATIONAL CORPORATION, which continues to exist under the laws of VIRGINIA with the name CHRISTENDOM EDUCATIONAL CORPORATION. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on February 1, 1997 at 12:01 A.M.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
97-01-29-0156

THEODORE V. MORRISON, JR.
CHAIRMAN

HULLAHEN WILLIAMS MOORE
COMMISSIONER

CLINTON MILLER
COMMISSIONER

COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P. O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

January 30, 1997

ELIZABETH S BEAR
HUNTON & WILLIAMS
951 E BYRD ST
RICHMOND, VA 23219-4074

RE: CHRISTENDOM EDUCATIONAL CORPORATION
ID: 0169304 - 3
DCN: 97-01-29-0156

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is February 1, 1997 at 12:01 A.M.

Nonsurviving entities:

NOTRE DAME INSTITUTE FOR CATECHETICS CORPORATION

are merged into CHRISTENDOM EDUCATIONAL CORPORATION.

Sincerely yours,

William J. Bridge
Clerk of the Commission

MERGACPT
CIS20436

**ARTICLES OF MERGER
WITH RESPECT TO THE MERGER OF
NOTRE DAME INSTITUTE FOR CATECHETICS CORPORATION INTO
CHRISTENDOM EDUCATIONAL CORPORATION**

**(PURSUANT TO SECTION 13.1-894
OF THE VIRGINIA NONSTOCK CORPORATION ACT)**

Christendom Educational Corporation, a Virginia nonstock corporation ("CEC"), and Notre Dame Institute for Catechetics Corporation, a Virginia nonstock corporation ("NDI"), hereby certify in accordance with Section 13.1-896 of the Virginia Nonstock Corporation Act (the "Virginia Code") as follows:

1. The board of directors of CEC has adopted, by majority vote of the directors in office, a plan of merger (the "Plan of Merger") in accordance with the provisions of Section 13.1-894 of the Virginia Code providing for the merger of Notre Dame Institute for Catechetics Corporation, a Virginia nonstock corporation ("NDI"), with and into CEC, with CEC surviving the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.
2. No CEC member action on the Plan of Merger is required because CEC has no members with voting rights on this issue.
3. The board of directors of NDI has adopted the Plan of Merger in accordance with Section 13.1-894 of the Virginia Code by majority vote of the directors in office.
4. No NDI member action on the Plan of Merger is required because NDI has no members with voting rights on this issue.
5. The certificate of merger issued by the Virginia State Corporation Commission in connection with the merger shall be effective as of 12:01 a.m. Eastern Standard Time on February 1, 1997.

IN WITNESS WHEREOF, CEC and NDI have caused these Articles of Merger to be executed on this 27 day of January, 1997, by their duly authorized representatives.

CHRISTENDOM EDUCATIONAL CORPORATION

By J. Lawrence Mc Carthy

NOTRE DAME INSTITUTE FOR CATECHETICS
CORPORATION

By Msgr. Michael J. Winn.

**PLAN OF MERGER
OF
NOTRE DAME INSTITUTE FOR CATECHETICS CORPORATION
WITH AND INTO
CHRISTENDOM EDUCATIONAL CORPORATION**

WHEREAS, Notre Dame Institute for Catechetics Corporation, a Virginia nonstock corporation ("NDI"), has resolved to transfer all of its assets to Christendom Educational Corporation, a Virginia nonstock corporation ("CEC") in return for the promise of CEC to assume all liabilities of NDI other than certain contingent liabilities; and

WHEREAS, the board of directors of NDI and CEC each deems it in the best interests of both corporations to accomplish that combination by merging NDI with and into CEC and each has adopted this plan of merger (the "Plan of Merger") setting forth the terms and conditions of the merger;

NOW, THEREFORE, NDI shall merge with and into CEC (the "Merger") upon the terms and conditions contained in this Plan of Merger, which consist of the following:

1. Corporations Proposing to Merge. NDI shall be merged with and into CEC, with CEC surviving the Merger.

2. Effective Date and Conditions Precedent. The effective time for the Merger shall be as provided in the Articles of Merger to be filed with the Virginia State Corporation Commission herewith. In no event, however, shall the Merger take effect before (i) NDI has satisfied all financial obligations to direct mail proprietors and to the Diocese of Arlington and (ii) CEC has obtained approval of the Merger from the State Council of Higher Education and the Southern Association of Colleges and Schools.

3. Continuation of NDI Programs. CEC and NDI intend that CEC will continue the graduate-level academic programs of NDI under the name "Notre Dame Graduate School of Christendom College" ("NDGS"), with full discretion as to courses offered, times and other details.

(a) Faculty and Administration. CEC expects to retain all current NDI faculty to teach at NDGS; and it expects to employ the current President of NDI as Dean of the Graduate School (a part-time position reporting directly to the president of CEC but coordinating administrative matters through appropriate CEC officials), the current Registrar/Treasurer of NDI as Administrator/Administrative Director (a full-time position), and the current Dean of Students, Dean of the Summer School and Secretary of NDI in those same capacities with NDGS (all as part-time positions). CEC has full discretion to employ and discharge individuals and to make changes in positions and responsibilities at NDGS.

(b) Location. It is expected that NDGS will operate from the present

location of NDI. CEC will consult with the Dean of NDGS before making any decision to relocate NDGS. Every reasonable effort will be made to maintain a Washington, D.C., area location for NDGS. Administrative functions such as payroll, student records, recruiting and registration may be handled either at the main CEC campus or at the NDGS location, as CEC may determine.

(c) Degree Offered. The name of the degree offered by NDGS shall be Master of Arts in Theological Studies.

4. Budget and Funding. CEC will develop and approve the budget of NDGS as part of the regular CEC budgeting process

(a) General Assets. Assets transferred from NDI to CEC pursuant to the Merger will be used in the operation of NDGS. Tangible property and other non-financial assets so transferred may be used for the general benefit of CEC so long as, during the existence of NDGS, such use does not detract from the effective operation of NDGS.

(b) Financial Assets. Cash and securities transferred from NDI to CEC pursuant to the Merger will be held by CEC in one or more restricted quasi-endowment funds (the "NDGS Funds"), from which both income and principal, in the discretion of CEC, may be applied for NDGS. For so long as NDGS exists as a viable academic program of CEC, income and principal of the NDGS Funds may be used for other purposes of CEC only if the CEC board of directors determines, after reasonable opportunity for comment by the Dean of NDGS, that CEC is experiencing a financial emergency.

(c) Fundraising. CEC will publicize and support NDGS and, in conjunction with NDGS staff, raise funds to support its maintenance and growth. Specifically, until circumstances dictate otherwise, CEC will (1) conduct the annual Patronal Feast Dinner each March 25, (2) make an annual mailing to persons on the NDI donor list seeking contributions for NDGS and (3) conduct other activities that it deems appropriate after consultation with NDGS staff and that do not conflict with planned or on-going CEC activities. All funds raised for NDGS, net of allocable expenses, shall be added to the NDGS Funds.

(d) Compensation Issues. Compensation for faculty and administration for the first year after the Merger has been set by CEC and NDI; and other compensation issues, including compensation levels for subsequent years, will be determined as part of the regular CEC budget process.

IN WITNESS WHEREOF, CEC and NDI have caused this Plan of Merger to be executed on this 27 day of January, 1997, by their duly authorized representatives.

CHRISTENDOM EDUCATIONAL CORPORATION

By J. H. Hester

NOTRE DAME INSTITUTE FOR CATECHETICS
CORPORATION

By Msgr. Michael J. Wrenn