

439-179-3

ARTICLES OF INCORPORATION
OF
HAYDEN CATHOLIC HIGH SCHOOL, INC.
(A Kansas not-for-profit corporation)

ARTICLE I

Name

The name of the Corporation is Hayden Catholic High School, Inc.

ARTICLE II

Registered Office and Agent

The location of the Corporation's registered office is 401 SW Gage Blvd., Topeka, KS 66606. The name of the resident agent at such address is Hayden Catholic High School, Inc.

ARTICLE III

Purpose

This Corporation is organized not for profit and exclusively for religious, educational and charitable purposes. The corporation is organized to own and operate a secondary educational institution ("High School"), in the Topeka Pastoral Region of the Archdiocese of Kansas City in Kansas, which primary purpose is the spiritual and intellectual development of students in strict accordance with and subject to the laws and disciplines of the Roman Catholic Church.

To further such objects and purposes, the Corporation may, except as may be restricted by the Articles of Incorporation ("Articles"), engage in any lawful act or

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activity for which not for profit corporations may be organized under the Kansas General Corporation Code, as the same is now in effect or may at any time hereafter be amended.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

(a) This Corporation is organized and shall be operated exclusively for religious, educational and charitable purposes, including making distributions to organizations that qualify as exempt organizations which are described in Section 501(c)(3) of the Internal Revenue Code (the "Code").

(b) This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in activity that would prevent this Corporation from continuing to qualify as an organization described in Section 501(c)(3) of the Code.

(c) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(d) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, trustee, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

(e) No substantial part of the activities of the Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the

Corporation shall not directly or indirectly participate or intervene in any political campaign, including publicizing or distributing statements on behalf of or in opposition to such candidate in public office.

(f) It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and which is other than a private foundation within the meaning of Section 509(a) of the Code and to which (i) contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code; (ii) bequests are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code, and (iii) gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed and all authority and activities of the Corporation shall be limited accordingly.

All references in these Articles to sections of the Code shall be considered references to the Code as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such sections and provisions.

ARTICLE IV

Capital Stock

The Corporation shall not have authority to issue capital stock.

ARTICLE V

Conditions of Membership

The Members of this Corporation shall be:

(1) the Roman Catholic Archbishop of the Archdiocese of Kansas City in Kansas, and any person who succeeds to the position of Roman Catholic Archbishop of

the Archdiocese of Kansas City in Kansas shall automatically become a Member of the Corporation. In the event the Archbishop dies, resigns or is removed from office, the person performing the duties of the Archbishop, by archdiocesan election or apostolic appointment in accordance with Canon Law, pending the appointment of a successor archbishop by the Holy See, shall become a Member of the Corporation and shall continue as a Member until the successor archbishop is appointed and installed,

(2) the Chancellor of the Archdiocese of Kansas City in Kansas,

(3) the Vicar General for administration of the Archdiocese of Kansas City in Kansas,

(4) the Pastoral leader for the pastoral region in which the High School owned and operated by the Corporation is geographically located,

(5) the Pastor of the territorial Parish of the Archdiocese of Kansas City in Kansas in which the High School owned and operated by the Corporation is geographically located, if different than the person identified in Article V. Section (1).

ARTICLE VI

Administration of Corporation

The business and affairs of the Corporation shall be managed by a Board of Trustees ("Trustees") as provided by law and conducted in a manner consistent with the Code of Canon Law, the applicable directives of the Archdiocese of Kansas City in Kansas, and the teachings of the Roman Catholic Church. The qualifications for and number of Trustees comprising the Board of Trustees shall be fixed by the Bylaws of the Corporation.

The Members shall appoint and may remove at their sole discretion, with or without cause, the Trustees of this Corporation.

With respect to the following matters and notwithstanding state statutes requiring action by the Board of Trustees, the Trustees shall not be empowered without first obtaining the express written approval of the Members to do the following:

- (a) change the name, mission or philosophy of Corporation;
- (b) amend the Articles of Incorporation;
- (c) enact, amend, or repeal Bylaws of the Corporation;
- (d) appoint and remove, with or without cause, the Board of Trustees, or any member of the Board of Trustees of the Corporation;
- (e) take any action which would affect the existence of this Corporation including, but not limited to, merger, consolidation, dissolution, liquidation and/or termination of the Corporation; and
- (f) direct the corporate officers to cause the Corporation: (i) to acquire ownership and/or use of real property by purchase, exchange, donation, lease, or otherwise; (ii) to dispose of the ownership and/or use of any of the corporation's real property or any portion thereof, by sale, exchange, donation, lease, or otherwise; and (iii) to encumber any real property by mortgage, or by the grant of security interests, pledges, or easements therein.
- (g) initiate or conduct a capital campaign.

ARTICLE VII

Perpetual Existence

The term for which this Corporation is to exist is perpetual.

ARTICLE VIII

Dissolution

Upon the dissolution or termination of the Corporation, the Board of Trustees, after payment or making provision for the payment of all liabilities of the Corporation, shall dispose of all the remaining assets of the Corporation exclusively to one or more entities or organizations which are organized and operated exclusively for religious, educational and charitable purposes, aligned with the Roman Catholic Church in the Archdiocese of Kansas City in Kansas, with a preference that such assets be used for like or similar purposes at educational institutions affiliated with the Archdiocese of Kansas City in Kansas, as may be determined by the Board of Trustees of the Corporation, and which entities or organizations at the time qualify as exempt from federal income tax under Section 501(c)(3), and are other than private foundations under Section 509(a) of the Code, subject to the approval of the Members.

In the event that the Board of Trustees fails to dispose of all such assets, the remaining assets shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as described above, as the court shall determine.

ARTICLE IX

Liability and Indemnification of Trustees and Officers

No Trustee shall be personally liable to the Corporation or its Members for monetary damages for any breach of fiduciary duty by such Trustees. Notwithstanding the foregoing sentence, a Trustee shall be liable to the extent provided by applicable law (i) for breach of the Trustee's duty of loyalty to the Corporation or its Members, (ii) for

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Trustee derived an improper personal benefit, as provided by K.S.A. 17-6002(b)(8) and any amendments thereto. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Trustee of the Corporation for or with respect to any acts or omissions of such Trustee prior to the effective date of such amendment or repeal.

Past and current Trustees and Officers of the Corporation shall be indemnified in the manner, to the extent, and upon the conditions set forth in K.S.A. 17-6305 and any amendments thereto.

ARTICLE X

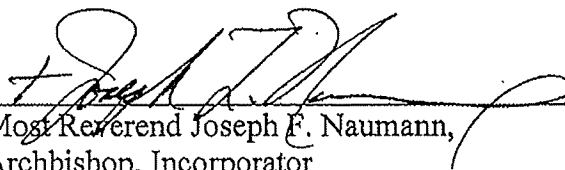
Incorporator

The name and address of the Incorporator is: Most Reverend Joseph F. Naumann, Archbishop, 12615 Parallel Parkway, Kansas City, Kansas 66109.

Execution by Incorporator

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

EXECUTED this 16th day of February, 2010, by the Incorporator.


Most Reverend Joseph F. Naumann,
Archbishop, Incorporator