

RESTATED

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ARTICLES OF INCORPORATION

OF

ST. VINCENT'S HOME

TO: The Secretary of State
of the State of Iowa:

Pursuant to the provisions of Section 39 of the Iowa
Nonprofit Corporation Act, the undersigned Corporation adopts the
following Restated Articles of Incorporation:

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ARTICLE I

The name of the Corporation shall be ST. VINCENT'S
HOME.

ARTICLE II

The period of existence of the Corporation is
perpetual.

ARTICLE III

The purposes and objects for which the Corporation is
organized and the powers of the Corporation shall be:

1. To provide for the general care of and
assistance to friendless and orphaned children;

2. To operate exclusively for
religious, charitable, and educational
purposes, as a nonprofit Corporation within
the meaning of Section 501(c)(3) of the
Internal Revenue Code of 1986, or
corresponding provisions of any subsequent
federal tax law, with all of its activities
so conducted. The operation of the
Corporation shall be conducted in compliance
with the objectives and philosophy of the
Catholic Diocese of Davenport, Iowa; and

3. To possess and exercise all of the
rights, powers and privileges now or
hereafter conferred upon non-profit

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corporations by Section 504A of the Code of Iowa (1997), as amended from time to time.

ARTICLE IV

The Corporation shall be subject to the following limitations and conditions:

1. The Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or the corresponding provisions of any future United States Internal Revenue Tax Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be the Bishop of the Catholic Diocese of Davenport, or the Administrator of the Diocese of Davenport if the See is vacant, the Vicar General, the Chancellor, two Priests, five Lay people, and three Sisters of said Diocese, who shall be appointed by the Bishop. The Bishop

of the Catholic Diocese of Davenport, Iowa may remove any director, with or without cause, at any time by written notice of such removal mailed to the Registered Agent of the Corporation with a copy thereof to the director who is removed.

ARTICLE VI

The Corporation may be dissolved only upon the direction of the Bishop of the Catholic Diocese of Davenport, Iowa. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations 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 Bishop of the Catholic Diocese of Davenport, Iowa shall determine.

ARTICLE VII

The address of the registered office in the State of Iowa is 2706 N. Gaines Street, Davenport, Iowa, 52804. The registered agent at such office is Michael J. Morrissey.

ARTICLE VIII

No real estate belonging to this Corporation shall be sold, mortgaged, encumbered or disposed of in any way without a majority vote of the Board of Directors, including the affirmative vote of the Bishop of the Catholic Diocese of Davenport, Iowa.

All deeds, mortgages and other instruments affecting property, which may be executed by this Corporation, shall be executed and acknowledged on behalf of the Corporation by the President and attested by the Secretary of said Corporation, or by such officers of the Corporation as the Board from time to time may designate for that purpose.

ARTICLE IX

The directors and officers of the Corporation shall not be individually liable for the debts or obligations of the Corporation and the property of the directors and officers shall be wholly exempt from liability for any and all debts, liabilities and obligations of this Corporation.

ARTICLE X

The Bylaws of the Corporation may be adopted by the directors at any regular meeting or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Restated Articles of Incorporation.

ARTICLE XI

These Restated Articles of Incorporation may be amended by the majority vote of the Directors, provided the majority vote includes the vote of the Bishop of the Catholic Diocese of Davenport, Iowa and provided that notice of such proposed amendment has been given in accordance with the Iowa Nonprofit Corporation Act and not be in violation of common law.

ARTICLE XII

This Corporation shall have a corporate seal.

ARTICLE XIII

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of the Corporation as heretofore and hereafter amended; have been duly adopted as required by law; and supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

Dated this 24th day of October, 1998.

ST. VINCENT'S HOME

By William E. Franklin
William E. Franklin, President
Bishop of Davenport

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SECRETARY OF STATE

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