

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

In accordance with Section 35-2-226, Montana Code Annotated, the Articles of Incorporation of Carroll College are hereby restated in accordance with the Montana Nonprofit Corporation Act. Carroll College is a public benefit, nonprofit corporation without members. These restated articles respectfully show:

I The name of the corporation is Carroll College.

II The period of existence of the College will be perpetual.

III Purposes

A. This corporation was originally incorporated under the provisions of the Act of the Legislative Assembly of Montana approved March 14, 1913, as well as under the provisions of Chapter I, Title VI, of the Civil Code of the State of Montana, Sections 4221, 4222 and 4223, and all laws applicable to the religious, college or seminary corporations; and Most Rev. John P. Carroll, Roman Catholic Bishop of Helena, Rt. Rev. Victor Day, Vicar General of the Roman Catholic Diocese of Helena, Very Rev. John L. McMullen, Chancellor of the Roman Catholic Diocese of Helena, August D. Leitham, Priest, and William Scallon, Layman, organized themselves as a college and seminary, to give instruction in all branches of learning, secular as well as religious.

B. That this corporation, organized under the auspices of the Roman Catholic Diocese of Helena, Montana, here restates its purpose to include those originally intended, but amplifies them by stating its intention to provide a setting to enable its students to become, both intellectually and morally what they have in them to be in terms of the Christian commitment to all people, in its fullest dimension to seek to see all people made whole both in competence and conscience.

C. In this regard, it is the intention of this college to be the servant of the whole society of which it is a part, and in particular of Montana, its home.

IV General Powers

A. This corporation shall have the following general powers:

1. To receive and hold, by purchase, gift, devise, bequest or grant, real estate or personal property

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

- for educational purposes connected with the corporation, or for the benefit of the institution.
2. To sell, mortgage, lease, contract and otherwise use and dispose of the property of the corporation in such manner as it shall deem conducive to the prosperity of the corporation.
 3. To direct and to prescribe the course of study and discipline to be observed in the college or seminary.
 4. To appoint a President and other officers to conduct the business and program of the corporation.
 5. To grant such literary honors as are usually granted by any University, College, or Seminary of learning in the United States and in testimony thereof to give suitable diplomas under the Seal and signature of such officers of the corporation and the institution as they may deem expedient.
 6. To fix salaries of the President and other officers, faculty, or employees of the college or seminary.
 7. To exercise all other powers available under the law.
 8. To make all bylaws and ordinances necessary and proper to carry into effect the preceding powers when necessary to advance the interests of the college or seminary; provided that no bylaws or ordinance shall conflict with the Constitution or Laws of the United States, or of the State of Montana.

V Chancellor of Carroll College

- A. The Roman Catholic Bishop of Helena, Montana, by virtue of his office, serves as Chancellor of Carroll College with the following obligations and duties:
 1. In collaboration with the Board of Trustees and the President of the College, working closely to fulfill the Mission Statement of Carroll College -- especially preservation of the Catholic identity of the College, and, to this end, to meet with the Chair of the Board of Trustees annually and the President of the College at least once each semester.
 - a. Serving as a voting member of the Board of Trustees of Carroll College.
 - b. Assisting the Board of Trustees in preserving the Catholic identity of the College, by:
 - i. Providing assessments and recommendations regarding nominees for the Board of Trustees;

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

- ii. Reviewing candidates for the office of the President of the College, with the right to remove from consideration the name of any unacceptable candidate before candidates are submitted to the Board of Trustees for selection; and
 - iii. Reviewing and approving prospective appointments to the faculty in the departments of Theology and Philosophy, and to the positions of Senior Vice President for Academic Affairs, Vice President of Student Life, and the Director of Campus Ministry.
- c. Providing pastoral ministry, care, and support in accordance with *Ex Corde Ecclesiae* and *The Application of Ex Corde Ecclesiae for the United States*, including:
- i. Providing overall responsibility for the pastoral care of the College's students, faculty, administration, and staff;
 - ii. Appointing the Chaplain of Carroll College;
 - iii. Cooperating with the College to provide for effective campus ministry programs, including the celebration of the sacraments, especially the Eucharist and penance, other liturgical celebrations, and opportunities for prayer and spiritual reflection;
 - iv. Working closely with the College in the selection of pastoral ministers- priests, deacons, religious and lay persons - to carry on the work of campus ministry; and
 - v. Cooperating with the College to collaborate in ecumenical and interfaith efforts to care for the pastoral needs of students, faculty, and other college personnel who are not Catholic, with due regard for religious liberty and freedom of conscience.
- d. Providing recommendations and assistance to the College in its collaborative efforts with the Diocese of Helena in preparing and educating its present and future leaders.

VI Registered Office and Registered Agent

- A. The registered office of the corporation shall be at the City of Helena, Montana, at St. Charles Hall, on the Campus of Carroll College, and, in particular, in the President's Office located in St. Charles Hall at 1601 N. Benton Avenue, Helena, Montana 59625-0002; and the registered agent of the corporation shall be the President of Carroll College who, at the time of adoption of these Restated Articles of Incorporation, is Dr. Thomas Evans.

VII Trustees

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

- A. The Directors of the corporation shall be referred to as Trustees and shall be not less than fifteen (15) nor more than thirty (30) in number in the absence of a bylaw provision providing for fewer Trustees. At the time of the adoption of these Restated Articles, the names and addresses of the Trustees are as follows:

Mr. Dick Anderson
1800 Lodgepole Road
Helena, Montana 59601

Rev. Thomas Haffey
2100 Farragut
Butte, Montana 59701

Ms. Lisa Bullock
2 Carson Street
Helena, Montana 59601

Mr. Raymond Kuntz
PO Box 6784
Helena, Montana 59604

Ms. Patricia Chvatal
PO Box 966
Richland, WA 99352

Mr. Gene Mallette
4624 US Hwy 12W
Helena, Montana 59601

Dr. Thomas Evans
Carroll College
1601 North Benton Avenue
Helena, Montana 59625

Mr. John McCarvel
25 South Fairfax Street
Denver, Colorado 80246

Rev. Thomas Flynn
1278 Oakdale Road
Atlanta, Georgia 30307

Dr. John Michelotti
343 Clarke Street
Helena, Montana 59601

Ms. Annie Goodwin
5650 Falcon Road
Helena, Montana 59602

Mr. Paul Milhous
4976 Sanctuary Lane
Boca Raton, Florida 33431

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

Mr. Ben Niedermeyer
500 Atlantic Avenue, Unit 19J
Boston, Massachusetts 02210

Ms. Dannette Sullivan
2348 Yale Avenue East #302
Seattle, Washington 98102

Monsignor Kevin O'Neill
530 North Ewing Street
Helena, Montana 59601

Bishop George L. Thomas
PO Box 1729
Helena, Montana 59601

Dr. Al Olszewski
PO Box 8891
Kalispell, Montana 59904

Mr. John Walda
3330 Dent Place NW
Washington, DC 20007

Mr. Eric Phillips
PO Box 1063
Decatur, Georgia 30031

Mr. Thomas Walsh
9000 Pickering Street
Missoula, Montana 59808

Mr. Alex "Papu" Rincon
fourOsix
318 North Last Chance Gulch
Helena, Montana 59601

Mr. William War
2016 University Street
Helena, Montana 59601

Mr. Mark Semmens
3908 17th Avenue South
Great Falls, Montana 59405

Mr. Willis Wetstein
52 Hanging Tree Gulch
Clancy, Montana 59624

Sr. Diane Steele
2612 South 16th Street
Leavenworth, Kansas 66048

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

- B. The Board may designate a retired trustee as "trustee emeritus" by resolution adopted by at least two-thirds of the Board of Trustees. A trustee emeritus shall receive notice of all meetings of the Board of Trustees, may attend all meetings of the Board and participate therein, but shall have no right to vote or be counted in the determination of a quorum.

- C. All directors listed above with PO Box addresses have a street address of 1601 North Benton Avenue, Helena, Montana 59625.

VIII Additional Provisions for the Government of Carroll College

A. Trustees:

1. The Board of Trustees shall elect a Chairperson, Vice-Chairperson, and Secretary of the Board. The bylaws may also provide for such additional officers as are necessary to expedite business of the Board and the College. The Secretary of the Board shall also serve as the Secretary of the College.
2. The bylaws shall provide for the election of a President of Carroll College who shall be the Chief Operating Officer of the College and responsible directly to the Board who shall serve as an ex officio member of the Board.
3. At least three of the members of the Board of Trustees, in addition to the Chancellor of Carroll College, shall be ordained priests of the Roman Catholic Church and attached to the Diocese of Helena.

B. Bylaws:

1. The Board of Trustees has the power to adopt and amend bylaws for Carroll College. The bylaws shall include provisions for officers of administration in addition to the President, and for officers of instruction (faculty positions), as the Board shall deem appropriate.
2. The Board shall provide for standing committees to include an Executive Committee and such other standing committees as the Board deems appropriate. The Chancellor and President of the College, Chairperson, and Vice-Chairperson will serve as members of

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

the Executive Committee, which shall include at least three other members of the Board. The members of the Executive Committee may serve as liaison representatives to other standing committees created by the Board.

IX Original Incorporators

A. The names and addresses of the original incorporators of this corporation are as follows:

Most Rev. John P. Carroll
Roman Catholic Bishop of Helena
Helena, Montana

Rt. Rev. Victor Day
Vicar General of the Roman Catholic Diocese of Helena
Helena, Montana

Very Rev. John L. McMullen
Chancellor of the Diocese of Helena
Helena, Montana

August D. Leitham
Helena, Montana
William Scallon
Helena, Montana

X Dissolution or Final Liquidation

A. Upon any dissolution or final liquidation of this corporation, any property of the corporation shall be distributed to and vest in the Roman Catholic Bishop of Helena, Montana, a Montana religious corporation sole, or its successor in interest, provided that, at the time of any such dissolution or final liquidation, the Roman Catholic Bishop of Helena, Montana or its successor in interest is an organization organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

RESTATED ARTICLES OF INCORPORATION OF CARROLL COLLEGE

Helena, Montana

Code or corresponding section of any future federal tax code. Any assets of the corporation not so disposed of 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 exempt purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

XI Tax Exempt Status

- A. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, 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 Article III hereof. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

