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June 17, 2009

Corry Dodson  
Jesuit School of Theology at Berkeley  
1735 LeRoy Street  
Berkeley, California 94709

RE: Certificate of Amendment of Articles

Dear Corry:

Enclosed are two copies of the Certificate of Amendment of the Articles of Incorporation filed February 6, 2009, as certified by the California Secretary of State. You should file these with the corporate records of JSTB.

Please call if you have any questions.

Best regards.

Very truly yours,

  
Ray Sandona

Enclosures (2)

A0687627



**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 6 2009

Handwritten signature of Debra Bowen in cursive script.

DEBRA BOWEN  
Secretary of State

A0687627

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

FEB - 6 2009

**CERTIFICATE OF AMENDMENT**

**OF**

**ARTICLES OF INCORPORATION OF**

**JESUIT SCHOOL OF THEOLOGY AT BERKELEY**

John E. Kerrigan, Chairman of the Board of Trustees, and Catherine Lan Tran, Treasurer, of JESUIT SCHOOL OF THEOLOGY AT BERKELEY, a non-profit California corporation (the "Corporation"), do hereby certify:

1. Article Seventh of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

Seventh: The approval of a majority of the number of Trustees of such corporation who are members of the Society of Jesus, a Religious Order of the Roman Catholic Church, present and voting shall be among the approval of the Trustees required pursuant to the Articles or Bylaws of said corporation or statute.

2. The foregoing amendment was duly adopted by the Board of Trustees of the Corporation and by the required vote of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 6<sup>th</sup> day of February, 2009 and certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of our own knowledge.

JESUIT SCHOOL OF  
THEOLOGY AT BERKELEY

By: John E. Kerrigan  
Name: John B. Kerrigan  
Title: Chairman of the Board

By: Catherine Lan Tran  
Name: Catherine Lan Tran  
Title: Treasurer



State of California  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL - 1 2009

DEBRA BOWEN  
Secretary of State

A0693181

CERTIFICATE OF AMENDMENT

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

OF

JUN 30 2009

ARTICLES OF INCORPORATION OF

JESUIT SCHOOL OF THEOLOGY AT BERKELEY

John Kerrigan and Catherine Lan Tran certify that:

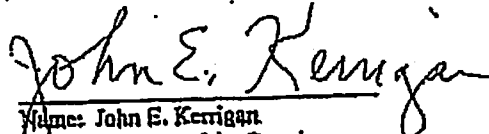
(i) They are the duly elected and acting Chairman of the Board and Secretary, respectively, of JESUIT SCHOOL OF THEOLOGY AT BERKELEY, a non-profit corporation organized and existing under Nonprofit Religious Corporation Law of the State of California (the "Corporation").

(ii) The Amended Articles of Incorporation of the Corporation (the "Amended Articles") in the form attached hereto as Exhibit A amend in full the provisions of the original Articles of Incorporation of the Corporation and are incorporated by reference as if fully set forth herein.

(iii) The Amended Articles have been duly adopted and approved by the Board of Trustees of the Corporation and a majority of the members of the Corporation. The Amended Articles were approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 30, 2009

  
Name: John E. Kerrigan  
Title: Chairman of the Board

Name: Catherine Lan Tran  
Title: Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 30, 2009

\_\_\_\_\_  
Name: John E. Kerrigan  
Title: Chairman of the Board

Catherine Lan Tran  
Name: Catherine Lan Tran  
Title: Secretary



**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**JESUIT SCHOOL OF THEOLOGY OF SANTA CLARA UNIVERSITY**

**I.**

The name of this Corporation is Jesuit School of Theology of Santa Clara University (the "JST-SCU").

**II.**

A. This Corporation is organized under the General Nonprofit Corporation Law pursuant to Part I of Division 2 of Title 1 of the Corporations Code.

B. This Corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Amended Articles of Incorporation (the "Amended Articles"), this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 provision 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 provision of any future United States internal revenue law.

**III.**

The specific purposes of this Corporation are:

(i) to prepare Jesuits and other men for ordination to the Roman Catholic priesthood, to prepare lay men and women for various forms of church ministry, and to advance theology through scholarly contributions to academy, church and society;

(ii) to engage generally in such other religious activities authorized by the laws, rules, regulations and discipline of the Roman Catholic Church, the Society of Jesus, and the laws of the State of California;

(iii) to do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing religious purposes; and

(iv) to have and exercise all the rights and powers conferred by the General Nonprofit Corporation Law of the State of California upon non-profit corporations as such law is now in effect or may at any time be amended.

IV.

Intentionally omitted

V.

The rights, preferences, privileges and other matters relating to the members and other constituent groups of the Corporation are as follows:

A. Member. President and Board of Trustees of Santa Clara College, a California non-profit corporation ("SCU"), shall be the sole member of the JST-SCU.

B. Board of Directors.

(i) Except as expressly provided in these Amended Articles or by the Corporation's By-Laws (the "By-Laws"), subject to applicable law and the provisions of Section V.C. hereof, the Board of Directors of the Corporation (the "Board") shall manage and direct the affairs of the Corporation and shall have final authority and control over the Corporation for all purposes.

(ii) The number of directors of the Corporation shall be not fewer than fifteen (15) directors nor more than twenty-seven (27) directors.

(iii) The Board shall be comprised of two classes of directors: (A) the Society of Jesus Directors (the "SJ Directors") and (B) all other directors (the "General Directors")

(iv) The SJ Directors shall be: (A) the President of the Jesuit Conference, (B) the Jesuit Provincial Superior of Jesuits in California, (C) two additional Jesuits appointed by the President of the Jesuit Conference, (D) the Rector of the Jesuit Community at Jesuit School of Theology of Santa Clara University, (E) the President of SCU (or if the President of SCU is not a Jesuit, then whichever Jesuit the President of SCU may appoint as his SCU delegate) and (F) one additional Jesuit appointed by SCU.

(v) There shall be no less than eight (8) General Directors and no more than twenty (20) General Directors. All of the General Directors shall be designated and appointed from time to time by SCU.

C. Reserve Authority of SJ Directors

(i) In order to maintain JST-SCU as a Jesuit ministerial formation apostolate and an Ecclesiastical Faculty of Theology according to the Apostolic Constitution Sapientia Christiana and address issues of concern for the Society of Jesus relating to ministerial formation and theological education, the approval of a majority of the authorized number of SJ Directors shall be among the majority of the members of the Board voting to approve any decision to:

(A) approve the programs of study, including degree requirements, leading toward ecclesiastical and other degrees in preparation for the Catholic priesthood in accordance with the principles contained in the documents of Vatican Council II and the Apostolic Constitution *Sapientia Christiana*, as well as the *Normae Generales de Studiis* of the Society of Jesus, the *Ratio Fundamentalis Formationis Sacerdotalis*, the *Program of Priestly Formation* enacted by the United States Conference of Catholic Bishops, the Regional Order of Study, and the standards adopted by the voluntary Association of Theological Schools for the civil degrees;

(B) amend or modify the Corporation's mission statement;

(C) amend or modify the Corporation's Statutes (the "Statutes") which govern the Corporation's relationship under canon law with certain Roman Catholic Church bodies on ecclesiastical matters;

(D) take any actions with respect to faculty applications for Professor Ordinarius at JST-SCU;

(E) sell, assign, alienate, hypothecate, pledge, mortgage or otherwise transfer any of the Corporation's assets; or

(F) amend this Section V.C. (the matters referenced in the preceding clauses (A)-(F) being collectively referred to herein as the "SJ Directors Reserve Authority Matters").

(ii) No committee of the Board shall be authorized to take action with respect to SJ Directors Reserve Authority Matters without obtaining the approval of the SJ Directors required by Section V.C. (i).

#### VI.

The names and residences of the Trustees of the JST-SCU as listed in the Articles of Incorporation filed with the Secretary of State of the State of California on October 23, 1934 were:

Name	Residence
James E. Malone	Alma, Santa Clara County, California
William E. Donnelly	Alma, Santa Clara County, California
Charles A. Budda	Alma, Santa Clara County, California
James F. Donovan	Alma, Santa Clara County, California
Francis L. Sheerin	Alma, Santa Clara County, California

#### VII.

The principal business office of the Corporation is to be transacted in Alameda County, California.

VIII.

A. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

B. The property of this Corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.

C. Upon the dissolution or winding up of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

D. If this Corporation holds any assets in trust, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IX.

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the By-Laws in accordance with the terms of the By-Laws.

X.

A. Notwithstanding anything to the contrary set forth in these Amended Articles, these Amended Articles shall not be amended or restated without the approval of (i) SCU, as sole member of JST-SCU, and (ii) the Board (including, if applicable, the approvals contemplated by Section X.B).

B. Notwithstanding anything to the contrary set forth in these Amended Articles, the provisions of these Amended Articles relating to the SJ Directors and the SJ Director Reserve Authority Matters shall not be amended or restated without the approval of a majority of the authorized number of SJ Directors (in addition to the approvals referenced in Section X.A.).



**JESUIT SCHOOL OF THEOLOGY AT BERKELEY  
SECRETARY'S CERTIFICATE**

The undersigned, being the duly elected Secretary of the Jesuit School of Theology at Berkeley ("JSTB"), does hereby certify pursuant to Sections 11.3(e)(i) and (iv) of the Integration Agreement, dated as of April 17, 2009, (the "Integration Agreement") by and among The President and the Board of Trustees of Santa Clara College, JSTB and The United States Jesuit Conference that:

1. Attached hereto as Exhibit A is a true, correct and complete copy of the duly adopted Amended and Restated Articles of Incorporation of JST-SCU as filed with the California Secretary of State on the date hereof.
2. Attached hereto as Exhibit B is a true, correct and complete copy of the duly adopted Bylaws of JST-SCU as in effect upon the consummation of the Closing (as defined in the Integration Agreement).
3. Attached hereto as Exhibit C is a true, correct and complete copy of the resolutions duly adopted by the Board of Trustees of JSTB at a duly convened meeting of the Board of Trustees held on February 6, 2009. Such resolutions have not been amended or modified and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 17<sup>th</sup> day of April, 2009.

JESUIT SCHOOL OF THEOLOGY AT  
BERKELEY

By: Catherine Lan Tran  
Name: Catherine Lan Tran  
Title: Secretary