

**RESTATED ARTICLES OF INCORPORATION**  
**CATHOLIC CEMETERIES AND FUNERAL SERVICES OF THE WEST**

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (RCW 24.03), hereby adopts and executes the following Restated Articles of Incorporation which correctly set forth without change the provisions of the Articles of Incorporation as amended and that these Restated Articles of Incorporation supersede the original articles incorporation and all amendments thereto.

**ARTICLE I**

Name

The name of the corporation is **CATHOLIC CEMETERIES AND FUNERAL SERVICES OF THE WEST**.

**ARTICLE II**

Duration

The period of duration of this corporation shall be perpetual.

**ARTICLE III**

Purposes

The purposes of the corporation shall be to bring together a voluntary group of Roman Catholic cemetery personnel included in Regions VIII, IX, X, XI, XII, and XIII of the United States as determined by the United States Catholic Conference, and the four Western Provinces of Canada:

1. To foster the Christian concepts of interment in its full aesthetic and traditional dimensions in accordance with the best of contemporary Catholic theological thought;
2. To combine efforts to meet, in its many forms, the modern challenge to the Catholic cemetery;
3. To provide an opportunity for the discussion of matters of mutual concern to the participating Catholic cemeteries;
4. To promote a high standard of cemetery management and operation in the service of the Catholic community;
5. To carry out research on problems of the Catholic cemetery and to make recommendations for prudent action based on that research;
6. To collaborate with associated industries in upgrading the standards of service and improving community regard for our common endeavors;
7. To cooperate with other associations and cemeteries, Catholic and non-sectarian, to promote these and similar aims on a regional or national basis; and

8. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenues Code of 1986 (the "Code"), as it now exists of as hereafter amended, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code.

## **ARTICLE IV**

### Powers

This corporation shall have the power to do all lawful acts of things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Washington Nonprofit Corporation Act and Section 501 (c)(3) of the Code.

## **ARTICLE V**

### Registered Office and Agent

The name and address of the registered agent and office is Richard Peterson, 5041 35<sup>th</sup> Avenue N.E., Seattle, Washington, 98105; any subsequent change in the registered agent of registered office shall be designated from time to time by resolution of the Board of Directors of the Corporation.

## **ARTICLE VI**

### Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, the method of selecting directors, and their term shall be fixed by the Bylaws of the corporation provided, that the initial directors shall be three (3) in number and their names and addresses are:

Joseph Lange	Diocese of Phoenix 2033 N. 48 <sup>th</sup> St. Phoenix, AZ 85008
Monica Williams	Archdiocese of San Francisco P.O. Box 15577 Colma, CA 94014
Terry Whiteley	Archdiocese of Vancouver 15800 32 <sup>nd</sup> Ave. Surrey, BC V3Z9V1 Canada

The above directors shall serve until their successors are appointed and qualified as provided in the Bylaws of the Corporation.

## **ARTICLE VIII**

### **Bylaws**

The Bylaws of the corporation shall be those filed with the application of incorporation, until added to, repealed, altered or amended in the manner provided by the Bylaws.

## **ARTICLE IX**

### **Limitations**

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement of reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes set out in Article II.

## **ARTICLE X**

### **Transactions Involving Directors**

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any member of the Board of Directors of the corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.
2. Any Board of Directors member, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such Board of Director member or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

## **ARTICLE XI**

### **Distribution upon Dissolution**

Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one

or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501 (a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, members of the Board of Directors, or member of the corporation.

**ARTICLE XII**

Amendments

Subject to requirements of the Washington Nonprofit Corporation Act, this corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner provided in the Bylaws of the Corporation.

**ARTICLE XIII**

Members

This corporation shall one or more classes of members as defined in the Bylaws.

Dated at Seattle, Washington this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

CATHOLIC CEMETERIES AND FUNERAL SERVICES OF THE WEST

\_\_\_\_\_  
President

State of Arizona            )  
  )ss  
County of Maricopa        )

On the \_\_\_\_\_ day of \_\_\_\_\_, 2017 before me, the undersigned, a Notary Public in and for the State of Arizona, duly commissioned and sworn, personally appeared Joseph Lange, who acknowledged himself to be the President of Catholic Cemeteries and Funeral Services of the West, and that being authorized to do so executed the said instrument to, for the uses and purposes therein mentioned, by signing the name of the corporation by himself as President.

Witness my hand and official seal hereto affixed. Given under my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
[Print Name] \_\_\_\_\_  
Notary Public in and for the State of \_\_\_\_\_,  
residing at \_\_\_\_\_  
My appointment expires on \_\_\_\_\_

