CERTIFICATE OF INCORPORATION
OF
THE NATIONAL INSTITUTE FOR MINISTRY WITH YOUNG ADULTS, INC.

The undersigned incorporator (the "Incorporator") hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act.

FIRST: The name of the corporation is the National Institute for Ministry with Young Adults, Inc. (the "Corporation").

SECOND: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any Member, Director or Officer of the Corporation, or to any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, and no Member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

THIRD: The Corporation shall have one class of Members. Each Member shall be entitled to one vote upon any action requiring the approval or consent of the Membership of the Corporation. The Members of the Institute shall be comprised of eight (8) Catholic individuals, which shall include four (4) Catholic clergy, at least three (3) of which at all times shall be members of the United States Conference of Catholic Bishops ("USCCB"), and four (4) lay Catholics in good standing, which may be evidenced by a letter from a competent ecclesiastical authority; vowed, but non-ordained, members of religious orders and societies of apostolic life are eligible to serve. At all times, two (2) of the Members must be between the ages of 18-39, inclusive. The Members shall have equal rights and responsibilities in all matters. The Members of the Institute shall be a self-perpetuating body, following the appointment of the initial Members by the Incorporator. The Members are the successors and associates in office of the original founders of the Institute and such other persons as may be appointed by the Members in accordance with the bylaws of the Corporation (the "Bylaws"). The Members shall have all other rights and powers established by the Connecticut Revised Nonstock Corporation Act, as amended from time to time, and specifically granted by this Certificate of Incorporation (the "Certificate of Incorporation") or the Bylaws and the laws, rules and regulations of the Roman Catholic Church, including without limitation the Code of Canon Law. The Bylaws shall prescribe the rules for admission, retention, withdrawal and expulsion of Members, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe.

FOURTH: The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Ms. Anne O. McCrory
238 Jewett Ave
Bridgeport, CT 06606

The residence address of the initial registered agent is:

[redacted]

The initial registered agent hereby accepts appointment:

Anne McCrory

FIFTH: The name and address of the individual who is to serve as the Incorporator of the Corporation is as follows:

ge Stein

[redacted]

SIXTH: The Corporation shall be organized and operated exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, subject to the general laws and discipline of the Roman Catholic Church, including without limitation the Code of Canon Law, the nature of the activities to be conducted and the purposes and goals to be promoted or carried out by the Corporation are:

(a) to assist the formation, networking, and support of pastoral leaders who minister to and with young men and women between the ages of 18 and 39, inclusive;

(b) to promote Catholic academic, ecclesial, and pastoral development of leaders and ministers in this regard;

(c) to research and develop effective pastoral practices and innovative models of evangelization and ministry with all young adults of every cultural community, religious experience, and place in society; and

(d) To engage in any lawful act or activity in furtherance of purposes (a) through (c) above;

provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act that is not inconsistent with the express limitations contained above or elsewhere in this Certificate of Incorporation.

SEVENTH: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock formed for religious purposes, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein;

provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by the Code of Canon Law of the Roman Catholic Church; and provided further that no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: Subject to the supervision and approval of the Members as reflected in the Bylaws of the Corporation, the general management and control of the Corporation shall be exercised by or under the direction of the Board of Directors. Directors shall be elected by the Members of the Corporation pursuant to the Bylaws. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and shall not be inconsistent with the provisions of this Certificate of Incorporation. The Corporation, its Members, Directors and Officers shall at all times be subject to and bound to obey the laws of the Roman Catholic Church.

NINTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Directors and approved by the affirmative vote of at least two-thirds of the Members of the Corporation, to one or more organizations that meet the following conditions:

(a) The organization shall be organized and operated either in significant part for purposes determined by the Members and the Board of Directors to be similar to or supportive of those set out in Article SIXTH above; and

(b) The organization shall be an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of the Internal Revenue Code that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code.

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code and are not private foundations as defined in Section 509(a) of the Internal Revenue Code, or to the Federal or a state government or political subdivision thereof for a public purpose.

TENTH: (a) No person who is or was a Director of the Corporation shall be personally liable to the Corporation or the Members of the Corporation for monetary damages for breach of duty as a

Director in an amount that exceeds the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors or the Members of the Corporation shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

ELEVENTH: (a) The Corporation shall, to the fullest extent permitted by law, indemnify its Members and Directors from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Connecticut Revised Nonstock Corporation Act. In furtherance and not in limitation thereof, the Corporation shall indemnify its Members and Directors against liability, as defined in subsection (5) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Member or Director, except liability that (a) involved a knowing and culpable violation of law by the Member or Director, (b) enabled the Member or Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Member or Director to the Corporation under circumstances in which the Member or Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Member or Director's duty to the Corporation.

The Corporation shall indemnify each Officer of the Corporation who is not a Member or Director, or who is a Member or Director but is made a party to a proceeding in his or her capacity solely as an Officer, to the same extent as the Corporation is permitted to provide the same to a Member or Director, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of Members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, Director, or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) Expenses incurred by a Member, Director or Officer of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Member, Director or Officer to repay such amount if it shall be ultimately determined that such Member, Director or Officer is not entitled to be indemnified by the Corporation.

(c) The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article ELEVENTH on such terms and conditions as may be established by the Board of Directors.

(d) No amendment to or repeal of this Article ELEVENTH shall apply to or have any effect on the indemnification of any Member, Director, Officer, employee or agent of the Corporation for or with respect to any acts or omissions of such Member, Director, Officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Member, Director, Officer, employee or agent of the Corporation in defending any action, suit, or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

(e) Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Member, Director, Officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

TWELFTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Directors present at a meeting at which a quorum is present and not less than two-thirds of the Members of the Corporation voting thereon, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

THIRTEENTH: The Corporation's internal governance shall at all times be subject to the general laws and discipline of the Roman Catholic Church, including without limitation the Code of Canon Law, and such internal governance structure consist of matters concerning faith, ecclesiastical rule and custom. The internal governance structure of the Corporation shall at all times be construed to give maximum effect to the religious freedoms established by the United States Constitution, the Constitution of the State of Connecticut and the Connecticut Religious Freedom Restoration Act as set forth in Section 52-571b of the Connecticut General Statutes. If any provision of this Certificate of Incorporation is construed to be ambiguous, the provisions of the Code of Canon Law and the rules and regulations of the Roman Catholic Church shall govern and control.

FOURTEENTH: Reference in this Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law

set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

[Signature Page Follows]

Dated this 18th day of August, 2020.

The undersigned hereby declares, under penalties of false statement, that the statements in the foregoing Certificate are true.

_____

Nicholas Stein
Incorporator

Secretary of the State of Connecticut

PHONE: 860-509-6003 • **EMAIL:** crd@ct.gov • **WEB:** www.concord-sots.ct.gov

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

- *Use ink.* • *Print or type.*
- *Attach additional 8½ x 11 sheets if necessary.*

FILING PARTY *(Confirmation will be sent to this address):*

NAME: Debbie Tietjen

ADDRESS: 238 Jewett Avenue

CITY: Bridgeport

STATE: CT ZIP: 06606 – 2892

FILING FEE: $50

Make checks payable to "Secretary of the State"

1. NAME OF CORPORATION ***(required)*** *(Must include business designation, e.g., Inc., Co., Corp.):*

The National Institute for Ministry with Young Adults, Inc.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

- ☐ **A.** The Corporation shall not have members.
- ☐ **B.** The Corporation shall only have members who are not entitled to vote.
- ☑ **C.** The Corporation shall have one class of members.
- ☐ **D.** The Corporation shall have multiple classes of members, which classes are designated as follows:*

**Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the Corporation's bylaws. Please see CGS § 33-1055 and -1056.*

3. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

Organized and operated for religous, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To assist the formation, networking, and support of pastoral leaders who minister to and with young men and women between the ages of 18 and 39. To promote Catholic adedemic, ecclesial and pastoral development of leaders and ministers. Research and develop innovative models of evangelization and ministry.

4. OTHER INFORMATION:

5. CORPORATE E-MAIL ADDRESS
(Check box if none. Do not leave blank.)

[redacted]

☐ None

6. NAICS CODE ***(six digits)***

8	1	3	1	1	0

Rev. 04/2020

Secretary of the State of Connecticut

PHONE: 860-509-6003 • EMAIL: crd@ct.gov • WEB: www.concord-sots.ct.gov

OFFICE USE ONLY

NOTE: COMPLETE EITHER 7A OR 7B BELOW, NOT BOTH.

7. APPOINTMENT OF REGISTERED AGENT *(required)*

A. If Agent is an individual, print or type full legal name: Anne O. McCrory

Signature accepting appointment ▶ [redacted]

BUSINESS ADDRESS *(required):* (P.O. Box unacceptable) Check box if none: ☐

STREET: 238 Jewett Avenue

CITY: Bridgeport

STATE: CT ZIP: 06606 – 2892

CONNECTICUT RESIDENCE ADDRESS *(required):* (P.O. Box unacceptable)

STREET: [redacted] Avenue

CITY: Fairfield

STATE: CT ZIP: 06824 –

NOTE: DO NOT COMPLETE 7B IF AGENT APPOINTED IN 7A ABOVE.

B. If Agent is a business,
print or type name of business as it appears on our records: _____

Signature accepting appointment on behalf of agent: ▶ _____

Print full name and title of person signing on behalf of agent: _____

CONNECTICUT BUSINESS ADDRESS *(required):* (P.O. Box unacceptable)

STREET: 238 Jewett Avenue

CITY: Bridgeport

STATE: CT ZIP: 06606 – 2892

8. EXECUTION / SIGNATURE(S): Certificate must be signed by each incorporator

Date *(mm/dd/yyyy)*: August 18, 2020

NAME OF INCORPORATOR(S) *(print or type)*	ADDRESS(ES) *(No PO Boxes)*	SIGNATURE(S)
Nicholas George Stein	ADDRESS: [redacted]nue CITY: Catonsville STATE: MD ZIP: 21228 –	▶
	ADDRESS: CITY: STATE: ZIP: –	▶
	ADDRESS: CITY: STATE: ZIP: –	▶

INSTRUCTIONS

1. NAME OF CORPORATION: Please provide the name of the corporation. The name of the corporation must contain one of the following designations: “corporation,” “incorporated,” or “company,” or the abbreviation “corp.”, “inc.”, “co.”, or words or abbreviations of like import in another language. The name must also be distinguishable from other business names on the records of the Secretary of the State.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT: Please provide required membership information by making the appropriate selection. Note: if (D) is selected, the corporation must designate each class of members in the space provided or in an attachment.

3. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION: Please provide the purpose for which the corporation is formed. Nonstock corporations are permitted to state that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act in lieu of or in addition to a specific purpose.

4. OTHER INFORMATION: Please present in the space provided or on an attachment any information which a nonstock corporation is permitted but not required to provide.

5. CORPORATION EMAIL ADDRESS: REQUIRED. (If none, must check box “none.”) The Secretary must notify entities via email when their Annual Reports are due.

6. NAICS CODE: Find code at www.census.gov/naics or call 888-756-2427. (business/occupation/profession code)

7. APPOINTMENT OF REGISTERED AGENT: The corporation may not appoint itself as its registered agent. The corporation may appoint either a natural person who is a resident of Connecticut; a Connecticut corporation, limited liability company, limited liability partnership, or statutory trust; or a foreign corporation, limited liability company, limited liability partnership or statutory trust which has registered to transact business in Connecticut. Please note the following: if the agent being appointed is a natural person, that person’s business address must be provided under the heading Business Office Address* and their residence address under the heading Residence Address; if the agent appointed is an entity, it must provide its office address in Connecticut under the Business Office Address heading. The agent must sign accepting the appointment in the space provided and the signatory must print their name and the capacity under which they sign if signing on behalf of an entity. All addresses must include a street number, street name, city, state, and postal code. P.O. box addresses are acceptable ONLY as additional information. Do not write “same” or “same as above” in any address fields.

8. EXECUTION/SIGNATURE: The document must be executed/signed by all incorporators, each of whom must provide an address containing a street number, street name, city, state, and postal code. The execution/signature constitutes legal statement under the penalties of false statement that the information provided in the document is true.

* Or check the “None” box if no business address.

INCORPORATION OF A CONNECTICUT NONSTOCK CORPORATION

We are pleased to enclose the form to incorporate a nonstock corporation in the State of Connecticut. Note that an Organization and First Report form must also be filed to record the addresses and officers and directors of the corporation within 90 days of the filing date of Certificate of Incorporation. The fees for filing the Organization and First Report can be found on the fee schedule.

Any questions concerning the completion of this form, or the incorporation process, should be directed to your legal counsel.

Note: Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

Please note that the filing of the above referenced documents present the bare essentials of incorporating a nonstock, nonprofit company in Connecticut. There are many other considerations to consider. For example, if you wish the corporation to be exempt from federal taxes, you should contact the Internal Revenue Service prior to filing to determine whether the corporation's Certificate of Incorporation should contain any specific provisions. Further, any person or organization planning to grant college credit or call itself a college or university must first comply with Section 10a-34 of the Connecticut General Statutes before it will be accepted as a corporation.

The organization and first report must be filed within 90 days from the filing of the Certificate of Incorporation.

Please make checks payable to "The Secretary of the State."

OFFICE OF THE SECRETARY OF THE STATE

Mailing Address:
Business Services Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470

Delivery Address:
Business Services Division
Connecticut Secretary of the State
165 Capitol Avenue, Suite 1000
Hartford, CT 06106

PHONE: 860-509-6003

WEBSITE: www.concord-sots.ct.gov