

ARTICLES OF MERGER

The undersigned corporations, pursuant to DC ST § 29-409.06 and VA Code Ann. 13.1-896 hereby agree to merge and execute the following Articles of Merger:

ARTICLE 1. The names of the corporations proposing to merge and the jurisdictions under the laws of which such entities are incorporated are as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>
Catholic Charities USA (" <u>CCUSA-DC</u> ")	District of Columbia
Catholic Charities Virginia (" <u>CCUSA-VA</u> ")	Commonwealth of Virginia

ARTICLE 2. The surviving entity will be CCUSA-VA.

ARTICLE 3. CCUSA-DC elected to avail itself of the District of Columbia Nonprofit Corporation Act on August 30, 1985.

ARTICLE 4. CCUSA-VA was incorporated under the Virginia Nonstock Corporation Act on January 10, 2013.

ARTICLE 5. In accordance with CCUSA-DC's articles of incorporation, a plan of merger (the "Plan of Merger"), was adopted by the board of directors of CCUSA-DC on November 30, 2012 and submitted to a vote at the annual meeting of CCUSA-DC's voting members. The Plan of Merger was adopted by unanimous consent of CCUSA-DC's voting members on November 30, 2012. The Plan of Merger is attached as Exhibit A.

ARTICLE 6. In accordance with CCUSA-VA's articles of incorporation, the Plan of Merger was adopted by the board of directors of CCUSA-VA on January 11, 2013 and submitted to a vote at the annual meeting of CCUSA-VA's sole member. The Plan of Merger was adopted by unanimous consent of CCUSA-VA's sole member on January 11, 2013.

ARTICLE 7. Upon the effectiveness of the merger:

(a) All of the assets and liabilities of CCUSA-DC immediately before the merger will become the assets and liabilities of CCUSA-VA.

(b) The Agency Members of CCUSA-DC immediately before the merger will become the Agency Members of CCUSA-VA.

(c) The Affiliate Members of CCUSA-DC immediately before the merger will become the Affiliate Members of CCUSA-VA.

(d) The directors and officers of CCUSA-DC immediately before the merger will become the directors and officers of CCUSA-VA.

(e) The memberships of CCUSA-DC's members shall be cancelled and shall not be converted into any other property.

(f) The membership of CCUSA-DC in CCUSA-VA shall be cancelled and shall not be converted into any other property.

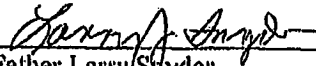
(g) The name of CCUSA-VA shall be changed to Catholic Charities USA.

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In witness whereof, the parties have executed these Articles of Merger as of the date written below.

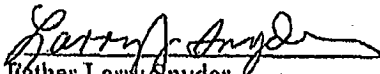
Dated: January 24, 2013

Catholic Charities USA, a District of Columbia Nonprofit Corporation

By: 
Father Larry Snyder
President and Chief Executive Officer

Dated: January 24, 2013

Catholic Charities Virginia, a Virginia Nonstock Corporation

By: 
Father Larry Snyder
President and Chief Executive Officer

1301100218

EXHIBIT A

Plan of Merger

See attached.

1301100218

PLAN OF MERGER

This Plan of Merger is adopted for the purpose of merging a District of Columbia nonprofit corporation into a Virginia nonstock corporation. This Plan of Merger is the "plan of merger" required by DC ST § 29-409.02 and VA Code Ann. §13.1-894.

Section 1. Constituent Entities.

The constituent entities in the merger are:

- (a) Catholic Charities USA, a District of Columbia nonprofit corporation (the "Disappearing Entity"); and
- (b) Catholic Charities Virginia, a Virginia nonstock corporation (the "Surviving Entity").

Section 2. Terms and Conditions of Merger.

The merger shall become effective upon completion of the filing set forth in Section 5(c) below.

Section 3. Mode of Carrying the Merger into Effect.

Upon the effectiveness of the merger, all of the assets and liabilities of the Disappearing Entity immediately before the merger will become assets and liabilities of the Surviving Entity.

Section 4. Memberships.

The Disappearing Entity is the sole member of the Surviving Entity. Upon consummation of the merger the voting and non-voting members of the Disappearing Entity shall become the voting and non-voting members of the Surviving Entity. Accordingly, upon the consummation of the merger, the memberships of the Disappearing Entity shall be canceled and shall not be converted into any other property.

Section 5. Approval and Implementation of Merger.

(a) This Plan of Merger must be adopted by the board of directors of the Disappearing Entity and approved by the voting members of the Disappearing Entity.

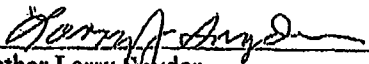
(b) This Plan of Merger must be adopted by the board of directors of the Surviving Entity and approved by the sole member of the Surviving Entity.

(c) The Surviving Entity is hereby authorized to file and shall file the appropriate documents with the Mayor of the District of Columbia and the State Corporation Commission of the Commonwealth of Virginia as may be necessary or appropriate to formally effect the merger or give notice of the fact that the merger has occurred, including Articles of Merger under DC ST § 29-409.06 and VA Code Ann. § 13.1-896.

In witness whereof, the parties have executed this Plan of Merger as of the date below.

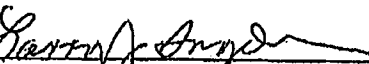
Dated: November 30, 2012

**Catholic Charities USA, a District of Columbia
Nonprofit Corporation**

By: 
Father Larry Snyder
President and Chief Executive Officer

Dated: January 11, 2013

**Catholic Charities Virginia, a Virginia Nonstock
Corporation**

By: 
Father Larry Snyder
President and Chief Executive Officer

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 29, 2013

1301100218

The State Corporation Commission finds the accompanying articles submitted on behalf of

Catholic Charities USA

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

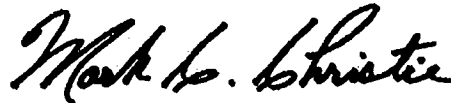
be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective January 29, 2013. Each of the following:

CATHOLIC CHARITIES USA

is merged into Catholic Charities USA (formerly Catholic Charities Virginia), which continues to exist under the laws of VIRGINIA with the name Catholic Charities USA, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Mark C. Christie
Commissioner

MERGACPT
CIS0372
13-01-29-1290

ARTICLES OF INCORPORATION
OF
CATHOLIC CHARITIES VIRGINIA

ARTICLE I

The name of the corporation is Catholic Charities Virginia (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the Commonwealth of Virginia, which is identical to the business office of the initial registered agent, is Bank of America Center, 16th Floor, 1111 East Main Street, Richmond, VA 23219. The registered office is located in the City of Richmond. The name of its initial registered agent at such address is the Corporation Service Company. The initial registered agent is a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia.

ARTICLE III

The purpose or purposes which the Corporation will hereafter pursue are: to provide a forum for discussing the application of Catholic thought in the general field of social welfare and to stimulate action, research and the publication of material in this field. The Corporation is organized exclusively for charitable, 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 of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE IV

The Corporation is to have members. The designation of classes of members, the qualifications, rights and limitations of the members of each class and the provisions conferring, limiting or denying the right to vote to the members of each class are provided in the bylaws.

ARTICLE V

A. The Corporation's Board of Directors (the "Board") shall consist of voting and non-voting directors. Not more than twenty-one (21) and not less than sixteen (16) directors shall be entitled to vote on matters ("Voting Directors"), which number may be changed (but to not less than fifteen (15) Voting Directors) by the vote of a majority of the Voting Directors. There shall be a maximum number of ten (10) directors not entitled to vote on Board matters ("Non-Voting Directors"). Except as provided in paragraph (B) below, the Voting Directors and the Non-Voting Directors shall be chosen by a majority vote of the Board then duly elected and in office at the annual meeting of the Board or special meeting of the Board called for such purpose.

B. The Board shall include: (i) the immediate past Chairperson of the Board, who shall be a Voting Director, (ii) the President and CEO of the Corporation, who will serve as an ex

officio Non-Voting Director, and (iii) the Episcopal Liaison (as that term is defined in the Corporation's bylaws), who will serve as an ex officio Non-Voting Director.

ARTICLE VI

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 13.1-870.1 of the Virginia Nonstock Corporation Act, as the same may be amended and supplemented.

ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation will 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 any candidate for public office.

ARTICLE VIII

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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, religious, or scientific 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, as the Board of Directors shall determine.

ARTICLE IX

The name and mailing address of the incorporator is Keith Styles, c/o Arent Fox LLP, 1717 K Street, NW, Washington, D.C. 20036.

I, the undersigned incorporator, for the purpose of forming a corporation under the laws of the Commonwealth of Virginia, do make, file and record these Articles, and do certify that the facts herein stated are true, and I have accordingly set my hand this 3rd day of January, 2013.


Keith Styles, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 10, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of
Catholic Charities Virginia

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

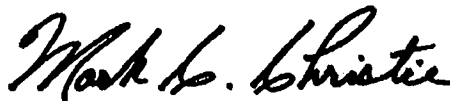
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective January 10, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Mark C. Christie
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Catholic Charities USA on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
May 9, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission