

## ARTICLES OF INCORPORATION

MAY 10 2004

KEVIN SHELLEY  
Secretary of State

## I.

The name of this corporation is MATER DOLOROSA PASSIONIST RETREAT CENTER, INC.

## II.

This corporation is a RELIGIOUS CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

## III.

The specific purposes of this corporation are:

1. To sponsor, design and direct religious retreats/programs that promote spiritual development and renewal according to the traditions and history of the Roman Catholic Church and the Congregation of the Passion.
2. To provide facilities, hospitality and incidental services to groups and individuals who wish to convene for religious programs/retreats/meetings that promote spiritual development.
3. To provide services and programs without regard to an individual's or group's race, color, national or ethnic origin.

## IV.

This name and address in the State of California of this corporation's initial agent for service of process is: Martin L. Burke, Esq., c/o Burke, Williams & Sorensen, LLP, 611 West Sixth Street, Los Angeles, CA 90017, (213) 236-0600).

## V.

This corporation is organized and operated exclusively for religious purposes within the meaning of IRC Section 501(c)(3).

## VI.

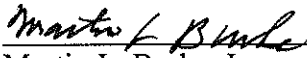
The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.

VII.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

VIII.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

  
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Martin L. Burke, Incorporator

