

*Amendment to the
Articles of Incorporation
(name change)
1988 + 1995*



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 1752522

James Matthews
Executive Secretary

Dated: July 27, 1992 By: JAM

1 5 1 0 2 2 0 0 3 4

RECEIVED COMMISSION
FOR THE STATE OF ARIZONA

MAY 23 3 57 PM '85

ARTICLES OF INCORPORATION
OF

Walsh
5-23-85

PARTICULAR COUNCIL OF MARICOPA COUNTY
SOCIETY OF ST. VINCENT DE PAUL

175252-2

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be PARTICULAR COUNCIL OF MARICOPA COUNTY SOCIETY OF ST. VINCENT DE PAUL, an Arizona Non-Profit Corporation.

ARTICLE II

The principal place of business of the corporation shall be in the City of Phoenix, in the County of Maricopa and in the State of Arizona, but the Board of Directors shall designate other places, either within or without the State of Arizona, where other offices may be established and maintained and where corporate business may be transacted.

ARTICLE III

The name, residence or post office address of the incorporators are as follows:

RONALD W. MEYER

4800 North Central Avenue
Suite 105
Phoenix, Arizona 85012

JAMES FINNERTY

119 South 9th Avenue
Phoenix, Arizona 85007

GARY BROWN

119 South 9th Avenue
Phoenix, Arizona 85007

ARTICLE IV

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically, but not in limitation thereof, the corporation is formed for charitable, benevolent and religious purposes and, in particular, the visitation of the poor in their homes, the assistance of the poor and infirm, the improvement of the moral and social conditions of its beneficiaries, the doing of works of charity generally, and the maintenance of its members in the practice of a christian life by mutual example and advice.

ARTICLE V

The initial business of the corporation is for charitable, benevolent and religious purposes and, in particular, the visitation of the poor in their homes, the assistance of the poor and infirm, the improvement of the moral and social conditions of its beneficiaries, the doing of works of charity generally, and the maintenance of its members in the practice of a christian life by mutual example and advice.

ARTICLE VI

There are no limitations of the powers of the corporation.

ARTICLE VII

The corporation will not issue capital stock. All members in good standing with the Particular Council of Maricopa County Society of St. Vincent De Paul are automatically eligible for membership in the corporation as long as they remain members of the Particular Council of Maricopa County Society of St. Vincent De Paul. The Board of Directors can authorize the admission of other persons as members even though they are not members of the Particular Council of Maricopa County Society of St. Vincent De Paul.

ARTICLE VIII

The corporation, being organized for purposes other than precuniary profit, shall be without capital stock.

ARTICLE IX

The corporation shall be managed by a Board of Directors whose duties and responsibilities are set forth in By-Laws to be adopted by the corporation. The corporation shall have not less than two or more than seven directors. The initial Board of Directors shall consist of RONALD W. MEYER, 4800 North Central Avenue, Suite 105, Phoenix, Arizona 85012, JAMES FINNERTY, 119 South 9th Avenue, Phoenix, Arizona 85007 and GARY BROWN, 119 South 9th Avenue, Phoenix, Arizona 85007.

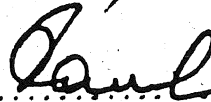
ARTICLE X

The corporation shall indemnify any person who incurs expense by reason of the fact that he or she is or was an officer, director, employee or agent of the corporation. This indemnification shall be mandatory on all circumstances in which indemnification is permitted by law.

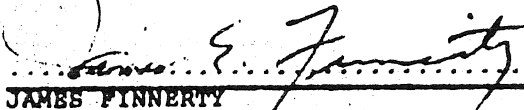
ARTICLE XI

The name and address of the initial Statutory Agent of the corporation is RONALD W. MEYER, 4800 North Central Avenue, Suite 105, Phoenix, Arizona 85012.

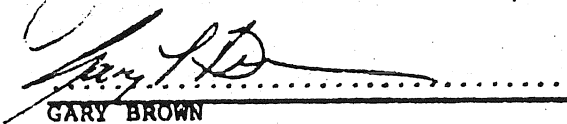
IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 7 day of May, 1985.



RONALD W. MEYER



JAMES FINNERTY



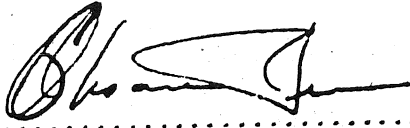
GARY BROWN

STATE OF ARIZONA)
County of Maricopa) ss:

On this 7 day of May, 1985,
before me the undersigned Notary Public, personally appeared
RONALD W. MEYER, known to me to be the person who subscribed to
the within instrument and acknowledge that he executed the same
for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

My Commission Expires:
1/16/89

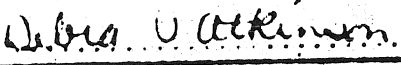

Notary Public

STATE OF ARIZONA)
County of Maricopa) ss:

On this 3 day of May, 1985,
before me the undersigned Notary Public, personally appeared
JAMES FINNERTY, known to me to be the person who subscribed to
the within instrument and acknowledge that he executed the same
for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

My Commission Expires:
My Commission Expires: Dec 7 1986


Notary Public

STATE OF ARIZONA)
) SS:
County of Maricopa)

On this 6 day of May, 1985,
before me the undersigned Notary Public, personally appeared
GARY BROWN, known to me to be the person who subscribed to the
within instrument and acknowledge that he executed the same for
the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

My Commission Expires:
My Commission Expires Dec. 7, 1985

Debra V. Atkinson.....

ARTICLES OF AMENDMENT

ARIZONA COMMISSION
STATE OF AZ

SEP 13 4 13 PM '88

James Steer
10/5/11 9:30 AM

1. The name of the corporation is PARTICULAR COUNCIL OF MARICOPA COUNTY SOCIETY OF ST. VINCENT DE PAUL.
2. The Amendment adopted is;

The name of the corporation shall be changed to DIOCESAN COUNCIL FOR THE SOCIETY OF ST. VINCENT DE PAUL, DIOCESE OF PHOENIX, an Arizona non-profit corporation.
3. The Amendment was adopted by the Board of Directors on August 18, 1988.
4. The vote of the Board of Directors was unanimous.
5. This a non-profit corporation and there are no shares issued.
6. The Amendment does not provide for an exchange, reclassification or cancellation of issued shares.
7. The Amendment does not change the amount of stated capital.

DATED this 18 day of Aug, 1988.

Ronald W. Meyer
RONALD W. MEYER
President

Brian P. O'Donnell
Brian O'Donnell
Secretary

LAW OFFICES
OF
RONALD W. MEYER

SUITE 105
1800 NORTH CENTRAL AVE
PHOENIX, ARIZONA 85012 1791
(602) 279-1663

Ronald Meyer

May 1, 1985

Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

RE: Fiscal year for "PARTICULAR COUNCIL OF MARICOPA
COUNTY SOCIETY OF ST. VINCENT DE PAUL", an Arizona
Non-Profit Corporation

Gentlemen:

The fiscal year for "PARTICULAR COUNCIL OF MARICOPA COUNTY
SOCIETY OF ST. VINCENT DE PAUL" is October 1 through
September 30.

Sincerely yours,



Ronald W. Meyer

RWM/cf

LAW OFFICES
OF
RONALD W. MEYER

SUITE 105
1800 NORTH CENTRAL AVE
PHOENIX, ARIZONA 85012-1791
602/279-1663

Ronald W. Meyer

May 1, 1985

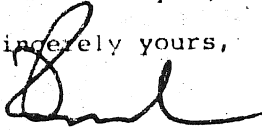
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

RE: Statutory Agent for "PARTICULAR COUNCIL OF MARICOPA
COUNTY SOCIETY OF ST. VINCENT DE PAUL", an Arizona
Non-Profit Corporation

Gentlemen:

This letter is to serve as notice that the corporation,
"PARTICULAR COUNCIL OF MARICOPA COUNTY SOCIETY OF ST.
VINCENT DE PAUL", desires to have RONALD W. MEYER, 4800
North Central Avenue, Suite 105, Phoenix, Arizona 85012
as Statutory Agent.

Sincerely yours,

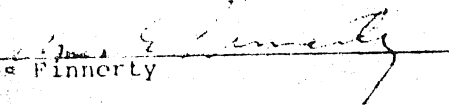


Ronald W. Meyer

RWM/cf

APPROVED:

"PARTICULAR COUNCIL OF MARICOPA COUNTY
SOCIETY OF ST. VINCENT DE PAUL"

By 
James Finnerty

NA
RE
AD

U
M
AM
REC

FORM 1
REV. 84

1070220034

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE
A.R.S. Sections 10-128 & 10-1084

PARTICULAR COUNCIL OF MARICOPA
COUNTY SOCIETY OF ST. VINCENT DE PAUL,
EXACT CORPORATE NAME

an Arizona Non-Profit corporation

PLEASE SEE REVERSE SIDE

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT

- A. The person or persons either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have been involved in a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate
 - 2. Have been convicted of a felony the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate
 - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities law of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
- 1. Full name and prior name(s) used
 - 2. Full birth name
 - 3. Present home address
 - 4. Four addresses (for immediate preceding 7-year period)
 - 5. Date and location of birth
 - 6. Social Security number.
 - 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION
A.R.S. Sections 10-128 01 and 10-1083

C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ___ NO X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation
- 2. Full name, including alias and address of each person involved.
- 3. State(s) in which the corporation:
 - (a) Was incorporated
 - (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalty of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

State of ARIZONA)
County of Maricopa)

BY Gary Brown DATE 5/28/85
TITLE GARY BROWN-Incorporator

Subscribed, sworn to and acknowledged before me this 6 DAY of May, 19 85

BY _____ DATE _____
TITLE _____
FISCAL DATE: 10/1 - 9/30

Debra V. Atkinson
NOTARY PUBLIC

My Commission Expires Dec. 7, 1986

MAY 16 1985
S.P.

SECTION C:

1. PARTICULAR COUNCIL OF MARICOPA COUNTY SOCIETY OF ST. VINCENT
DE PAUL
119 South 9th Avenue
Phoenix, Arizona 85007

2. RONALD W. MEYER
4800 North Central Avenue
Suite 105
Phoenix, Arizona 85012

JAMES FINNERTY
119 South 9th Avenue
Phoenix, Arizona 85007

3A. Arizona.

B. Arizona.

4. 1950 - 1983.

5. The corporation was revoked for failure to file Annual Report.

Resolved 5-10-80

1 2 2 0 2 5 0 0 4 8

**LAW OFFICES
OF
RONALD W. MEYER**

Ronald Meyer

**VALLEY COMMERCE CENTER
SUITE 300
4745 N. SEVENTH STREET
PHOENIX, ARIZONA 85014
(602) 279 1663**

September 12, 1988

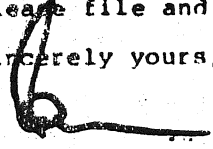
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

RE: Particular Council of Maricopa County Society of
St. Vincent de Paul

Gentlemen:

Enclosed please find an original and one copy of Articles of
Amendment in regard to the above and a check for \$25.00.
Please file and return the copy so that it may be published.

Sincerely yours,



Ronald W. Meyer

RWM/lj

Enclosures



ST. VINCENT DE PAUL SOCIETY

P. O. Box 13600 • Phoenix, Arizona 85002
Telephone (602) 254-3338
FAX (602) 495-3029

"Help Us Help Others"

May 25, 1995

Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

RE: Diocesan Council for the Society of
St. Vincent de Paul, Diocese of Phoenix

Gentlemen:

Enclosed please find an original and one copy of an Amendment to our Articles of Incorporation in regard to the above and a check for \$60.00. Please file, expedite, and return copy so that it may be published.

Sincerely,

Robert J. Bosler
Executive Director

RJB/meg

enclosures



ARIZONA CORPORATION COMMISSION

DATE: 5-26-95

TO WHOM IT MAY CONCERN:

THIS LETTER CONCERNS THE DOCUMENT CHECKED BELOW, WHICH HAS BEEN APPROVED FOR FILING WITH THE CORPORATIONS DIVISION OF THE ARIZONA CORPORATION COMMISSION.

- AMENDMENT
- MERGER
- NEW AUTHORITY
- INTENT TO DISSOLVE (NONPROFIT)

This document must be published for three (3) consecutive publications, within sixty (60) days of the filing date--in a newspaper of general circulation in the Arizona County of the known place of business of the corporation. The Affidavit of Publication must then be returned to this office within thirty (30) days of the last day of publication.

- RESTATEMENT OF INFORMATION
- INTENT TO DISSOLVE (PROFIT)

This document must be published for three (3) consecutive publications within thirty (30) days of the filing date in a newspaper of general circulation in the Arizona County of the known place of business. The Affidavit of Publication must then be returned to this office within fifteen (15) days for the INTENT TO DISSOLVE and RESTATEMENT OF INFORMATION, of the last day of publication.

If you have questions, you may contact us at our Phoenix Office. Hours are 8:00 a.m. - 5:00 p.m., weekdays, (602) 542-3135.

Very truly yours,

Terry Martinez

Examiner Technician
Corporations Division
Arizona Corporation Commission

**PUBLICATION MUST BE IN
MARICOPA COUNTY**

INC:0019
Rev.11/94

MORRISON & HECKER
ATTORNEYS AT LAW

2800 North Central Avenue
Suite 1600
Phoenix, Arizona 85004-1047
Telephone (602) 279-1600
Telefax (602) 240-6925

Laura A. Short
Direct Dial: (602) 650-3511

September 1, 1995

Ms. Nancy Brunner
St. Vincent de Paul
P. O. Box 13600
Phoenix, Arizona 85002

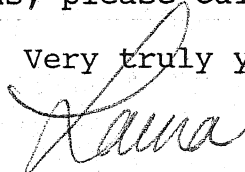
Dear Nancy:

Enclosed please find an invoice from the Daily Journal Corporation in the amount of \$88.20 representing the cost of publication to publish the Amendment to Articles of Incorporation for the Diocesan Council for the Society of St. Vincent de Paul, Diocese of Phoenix. Please arrange to pay this invoice directly to the Daily Journal.

Also, enclosed please find the Affidavit of Publication that should be placed with your corporate records.

If you have any questions, please call.

Very truly yours,



Laura A. Short

LAS:eb
Enclosures

LASH0028.PHX/eb

STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DIOCESAN COUNCIL FOR THE
SOCIETY OF ST. VINCENT DE
PAUL, DIOCESE OF PHOENIX

Pursuant to the provisions of A.R.S. Sections 10-1035, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "Diocesan Council for the Society of St. Vincent De Paul, Diocese of Phoenix"

SECOND: The amendments set forth on the attached Exhibit "A" were duly adopted by the members of the Board of Directors acting in their capacity as the Members of the Corporation pursuant to Article II of the Corporation's By-Laws on May 18, 1995.

DATED: May 18, 1995.
DIOCESAN COUNCIL FOR THE SOCIETY OF ST. VINCENT DE PAUL, DIOCESE OF PHOENIX, an

Arizona nonprofit corporation
By: /s/ TERRY WILSON

President

By: /s/ RUTH ZEMECK

Secretary

EXHIBIT "A"

Duly Adopted Amendments to the Articles of Incorporation

1. Purpose: Article IV is hereby supplemented by the addition at the end of Article IV of the following sentence:

Any other provisions herein notwithstanding, the organization will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

2. Dissolution: The Articles of Incorporation, as amended, are hereby supplemented to include a new Article XII as follows:

ARTICLE XII

Upon dissolution or termination of the organization, its assets will be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

3. Indemnification: The Articles of Incorporation, as amended, are hereby supplemented to include a new Article XIII as follows:

ARTICLE XIII

In accordance with Arizona Revised Statutes Section 10-1029 (B), the Directors of this Corporation shall not be liable for monetary damages to the Corporation or its members for breach of fiduciary duty as a Director except as follows:

- (a) Any breach of the Director's duty of loyalty to the Corporation or its Members;
- (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) A violation of Arizona Revised Statutes Section 10-1026;
- (d) Any transaction from which the Director derived an improper personal benefit; or
- (e) A violation of Arizona Revised Statutes Section 10-1097.

If the Arizona General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Arizona General Corporation Law. Any repeal or modification of this Article by the members of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Except as amended herein, the terms of the Articles of Incorporation shall remain in full force and effect.

Published: June 18, 19, 20, 1995.
Request of: Morrison & Hecker

AFFIDAVIT OF PUBLICATION

Number _____

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
DIOCESAN COUNCIL FOR THE SOCIETY OF ST. VINCENT DE
PAUL, DIOCESE OF PHOENIX

STATE OF ARIZONA

ss.

COUNTY OF MARICOPA

RECEIVED

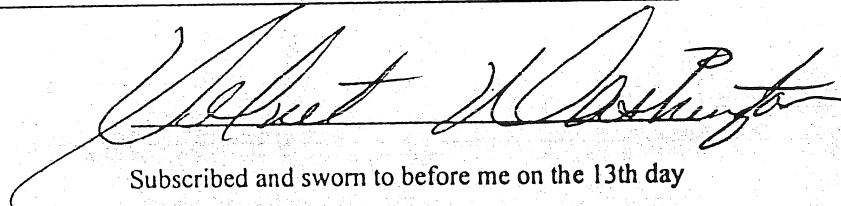
AUG 21 1995

ARIZONA CORP. COMMISSION

I, VELVET WASHINGTON, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

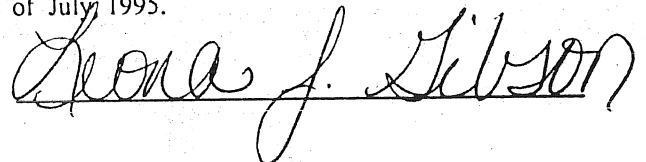
THE RECORD REPORTER is a newspaper of general circulation published Monday through Friday, except holidays, in the County of Maricopa, State of Arizona at Phoenix, Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

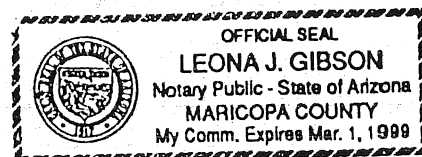
06/16/95, 06/19/95, 06/20/95



Subscribed and sworn to before me on the 13th day

of July 1995.





When Filed, Return To:

MAY 25 12 01 PM '95

Laura A. Short, Esq.
Morrison & Hecker
2800 North Central Avenue
Suite 1600
Phoenix, Arizona 85004-1047

APPR 2h
DATE 5-25
TERM
DATE

0175252-2

STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DIOCESAN COUNCIL FOR THE SOCIETY OF
ST. VINCENT DE PAUL, DIOCESE OF PHOENIX

Pursuant to the provisions of A.R.S. §10-1035, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is " DIOCESAN COUNCIL FOR THE SOCIETY OF ST. VINCENT DE PAUL, DIOCESE OF PHOENIX"

SECOND: The amendments set forth on the attached Exhibit "A" were duly adopted by the members of the Board of Directors acting in their capacity as the Members of the Corporation pursuant to Article II of the Corporation's By-Laws on May 18, 1995.

DATED: May 18, 1995.

DIOCESAN COUNCIL FOR THE
SOCIETY OF ST. VINCENT DE PAUL,
DIOCESE OF PHOENIX, an Arizona
nonprofit corporation

By: Terry Wilson
Terry Wilson, President

By: Ruth Zemick
Ruth Zemick, Secretary

Exhibit "A"
Duly Adopted Amendments to the Articles of Incorporation

1. Purpose: Article IV is hereby supplemented by the addition at the end of Article IV of the following sentence:

Any other provisions herein notwithstanding, the organization will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

2. Dissolution: The Articles of Incorporation, as amended, are hereby supplemented to include a new Article XII as follows:

ARTICLE XII

Upon dissolution or termination of the organization, its assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

3. Indemnification: The Articles of Incorporation, as amended, are hereby supplemented to include a new Article XIII as follows:

ARTICLE XIII

In accordance with Arizona Revised Statutes Section 10-1029(8), the Directors of this Corporation shall not be liable for monetary damages to the Corporation or its members for breach of fiduciary duty as a Director except as follows:

(a) Any breach of the Director's duty of loyalty to the Corporation or its Members;

(b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) A violation of Arizona Revised Statutes Section 10-1026;

(d) Any transaction from which the Director derived an improper personal benefit; or,

(e) A violation of Arizona Revised Statutes Section 10-1097.

If the Arizona General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Arizona General Corporation Law. Any repeal or modification of this Article by the members of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Except as amended herein, the terms of the Articles of Incorporation shall remain in full force and effect.

Articles of Amendment.

BACKGROUND: The Board of Directors of the Corporation in their capacity as the Members of the Corporation pursuant to Article II of the Corporation's By-Laws deems it appropriate to amend the Corporation's Articles of Incorporation as set forth on the attached Exhibit "A".

RESOLVED: That the Articles of Incorporation be amended in accordance with the Articles of Amendment to the Articles of Incorporation attached hereto as Exhibit "A" and hereby authorizes, empowers and directs the President and the Secretary of the Corporation, on behalf of the Corporation, to execute and submit to the Arizona Corporation Commission the Articles of Amendment to the Articles of Incorporation in the form attached hereto as Exhibit "A" and to have the Articles of Amendment published in accordance with the laws of the State of Arizona.

By-Laws.

BACKGROUND: The Board of Directors has determined to amend the Articles of Incorporation as set forth on the attached Exhibit "A" and desire to amend the By-Laws of the Corporation to be consistent therewith.

RESOLVED: Article VI Section 4 of the By-laws of the Corporation are amended and restated as follows:

4. Property Right. No member of the Council or officer shall have any right, title or interest in the assets of the Corporation. If the Corporation is dissolved, the assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

When filed, Return to:
Marcus Anderson
Society of St. Vincent de Paul
P. O. Box 13600
Phoenix, AZ 85002-3600

COPY

AZ CORPORATION COMMISSION
FILED

OCT 16 2006

STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FILE NO. -0175252-2 DIOCESAN COUNCIL FOR THE SOCIETY OF
ST. VINCENT DE PAUL, DIOCESE OF PHOENIX

Pursuant to the provisions of A. R. S. §10-1006, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- First: The name of the corporation is "DIOCESAN COUNCIL FOR THE SOCIETY OF ST. VINCENT DE PAUL, DIOCESE OF PHOENIX"
- Second: The amendment set forth on the attached Exhibit "A" was duly adopted by the members of the Board of Directors acting in their capacity as the Members of the Corporation pursuant to Article II of the Corporation's By-Laws on September 20, 2006.

DATED: September 20, 2006

DIOCESAN COUNCIL FOR THE
SOCIETY OF ST. VINCENT DE PAUL,
DIOCESE OF PHOENIX, AN ARIZONA
NONPROFIT CORPORATION

By: Stephen J Jenkins
Stephen J Jenkins, President

By: Gloria Dean Guillory
Gloria Dean Guillory, Secretary



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Exhibit "A"

Duly adopted Amendment to the Articles of Incorporation

1. Number of Board Members: The second sentence of Article IX is amended to read as follows:

The corporation shall have not less than six or more than thirty-one directors.

COPY

Articles of Amendment.

BACKGROUND: The Board of Directors of the Corporation in their capacity as the Members of the Corporation pursuant to Article II of the Corporation's By-Laws deems it appropriate to amend the Corporation's Articles of Incorporation as set forth on the attached Exhibit "A".

RESOLVED: That the Articles of Incorporation be amended in accordance with the Articles of Amendment to Articles of Incorporation attached hereto as Exhibit "A" and hereby authorizes, empowers and directs the President and the Secretary of the Corporation, on behalf of the Corporation, to execute and submit to the Arizona Corporation Commission the Articles of Incorporation in the form attached hereto as Exhibit "A" and to have the Articles of Amendment published in accordance with the laws of the State of Arizona.