FIRST AMENDED AND RE-STATE ARTICLES OF INCORPORATION
OF
QUEEN OF HEAVEN CEMETERY CORPORATION

Pursuant to the Colorado Revised Nonprofit Corporation Act (C .R. S. § 7-121 -101 et seq.), the natural person designated in Article XI1 below, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I
NAME AND STATUS

The name “Our Lady of the Visitation Cemetery Corporation” is hereby changed to “Queen of Heaven Cemetery Corporation.” In addition to its status as a civil corporation, this Corporation shall constitute a public juridic person under the Code of Canon Law.

ARTICLE II
PERIOD OF DURATION

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Corporation adopts as its purpose the implementation of the particular corporal work of mercy known as burying the dead. See Catechism of the Catholic Church, paragraphs 2300 and 2447. This purpose is derived from Scripture and the teachings of the Catholic Church. The Corporation’s purposes, therefore, include:

(a) Reverently maintaining the cemetery as a consecrated and holy place in order to reflect Catholic belief in the dignity of the person and the resurrection of the body;

(b) Providing a final resting place and a prayerful setting for the bodies of the dead;

(c) Cooperating with the ministries and worship of Our Lady of the Visitation Parish and other churches to ensure that the cemetery is hallowed with prayer and also facilitating the offering of Masses, grave-side services, and other liturgical celebrations;

(d) Treating the bodies of the dead with respect and charity, in faith and hope of the resurrection;

(e) Comforting those who mourn and assisting bereaved families;
(f) Burying the dead including Catholics, their family members, and others;

(g) Providing for the poor in the tradition of St. Callistus, patron saint of cemeteries;

(h) Modeling, by means of the cemetery’s location adjacent to a Catholic parish, that the body of Christ includes both the living and the beloved dead;

(i) Providing such notable Christian kindness and respect for the bodies of the dead that those mourners who have little faith or who have become separated from the Church might return to faith; and

(j) To further any other religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV
POWERS

Section 4.1 General Powers. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in section 4.2 below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms, agencies or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 4.2 Restrictions on Powers. The following restrictions shall exist upon the powers of the board of trustees, officers, and others:

(a) The Corporation shall take no actions contrary to the Code of Canon Law, the teachings of the Magisterium of the Roman Catholic Church, or policies of the Bishop of the Diocese of Colorado Springs, as all of the same may be established or amended from time to time.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

(c) No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(d) These Articles of Incorporation specifically prohibit any grants or loans to any member of the board of trustees or officers of the Corporation.
(e) In any year in which the Corporation constitutes a private foundation as defined in Section 509(a) of the Code, other than a private operating foundation, as that term is defined in Code Section 4942(j)(3), the following requirements or prohibitions shall exist upon the Corporation:

(i) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax and undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V
DISSOLUTION

Section 5.1 Reversion to Our Lady of the Visitation. On dissolution of the Corporation, all of its assets shall be paid over or transferred to or for the benefit of the Our Lady of the Visitation Parish, provided that at such time Our Lady of the Visitation qualifies as a charitable organization described in Code Section 501(c)(3).

Section 5.2 Reversion if Our Lady of the Visitation Catholic Parish is not a Qualified Organization. If the Our Lady of the Visitation Parish is not in existence or does not qualify as a Section 501(c)(3) charitable organization, on dissolution of the Corporation, all of its assets shall be paid over or transferred to or for the benefit of such other public juridic person under the Code of Canon Law or other constituent entity or entities of the Diocese of Colorado Springs with a mission commensurate with the Corporation or Our Lady of the Visitation Parish, and which is a charitable or religious organization of the kind described in Code Section 501(c)(3), as may be approved or designated by the Board of Directors of the Corporation.
ARTICLE VI
REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the registered agent of the Corporation is Douglas M. Flinn, 228 North Cascade Avenue, Colorado Springs, Colorado 80903.

The Corporation's principal place of business is 34201 County Road 33, Kiowa, Colorado 80117.

ARTICLE VII
MEMBERS

The Corporation shall have no members.

ARTICLE VIII
BOARD OF DIRECTORS

The business, affairs, and management of the Corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these Articles or the Bylaws of the Corporation. All members of the Board of Directors shall be practicing Catholics in good standing in the Roman Catholic Church and not be bound by any sanction. All members of the Board of Directors shall uphold and maintain the doctrinal and moral teachings of the Magisterium of the Roman Catholic Church. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.

ARTICLE IX
LIMITATION OF LIABILITY OF DIRECTORS
FOR BREACH OF FIDUCIARY DUTIES

No member of the board of directors of the Corporation shall have liability to the Corporation for breach of fiduciary duties as a director of the Corporation. The forgoing limitation shall not eliminate a trustee's liability for:

(a) breach of the duty of loyalty to the Corporation;

(b) any acts or omissions of the director not taken in good faith;

(c) any acts or omissions of the trustee involving intentional misconduct or a knowing violation of the law;

(d) voting for or assenting to any unlawful distributions or any distribution not authorized by these Articles of Incorporation or the Bylaws of the Corporation;

(e) any other transaction from which the trustee derived an improper personal benefit; or
(f) any other act for which indemnification of directors is prohibited under the provisions of the Colorado Revised Nonprofit Corporation Act.

ARTICLE X
INDEMNIFICATION

Section 10.1 **No Limitation on Indemnification.** Nothing in these Articles shall be construed to limit or restrict the ability of the Corporation:

(a) to indemnify its officers, directors, employees, fiduciaries or agents against liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities.

(b) to advance the counsel fees of its officers, directors, employees, fiduciaries or agents incurred in defending liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities.

Section 10.2 **Procedures for Indemnification.** Except as set forth in the Colorado Revised Nonprofit Corporation Act or as set forth in the Bylaws of the Corporation, indemnification of officers, directors, employees, fiduciaries or agents shall not be mandatory. Indemnification, when permissive under the Colorado Revised Nonprofit Corporation Act shall be granted as set forth from time to time in the Bylaws of the Corporation.

ARTICLE XI
AMENDMENTS

The Bylaws of the Corporation shall be adopted by the Corporation's board of directors. Except to the extent otherwise provided in the Bylaws, the board of directors shall have the power to alter, amend or repeal these Articles of Incorporation and the Bylaws from time to time in force and to adopt new Articles of Incorporation and Bylaws by the affirmative vote of two-thirds of the board of directors. The Bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law, these Articles of Incorporation, and the Code of Canon Law, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles of Incorporation, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is Father Robert G. Newbury Jr., 34201 County Road 33, Kiowa, Colorado 80117.
ARTICLE XIII
PERSON CAUSING DOCUMENT TO BE FILED

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Douglas M. Flinn
228 N. Cascade Avenue
Colorado Springs, CO 80903
719-866-6483