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File No.: 6524724

Date Filed: 12/30/2024

ARTICLES OF INCORPORATION

OF

MAR ABBA THE GREAT CHALDEAN CATHOLIC SEMINARY

ARTICLE I

Corporate Name

The name of the corporation (the "Corporation") is: MAR ABBA THE GREAT CHALDEAN CATHOLIC SEMINARY.

ARTICLE II

Corporate Purpose

Section 2.01. Corporation Form and Purpose. The 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.

Section 2.02. General Exempt Purpose. The Corporation is organized and operated exclusively for religious purposes within the meaning of Internal Revenue Code ("Code") § 501(c)(3) (or the corresponding provision of any future federal tax law).

Section 2.03. Specific Exempt Purpose. In addition to other lawful purposes related to its religious purposes within the meaning of Code § 501(c)(3), the Corporation's specific religious purposes shall include, without limitation, the establishment, performance, operation, and maintenance of a place for the spiritual and intellectual development of Chaldean Catholic priests in the United States. The foregoing will include, but not be limited to, establishing, conducting, operating, and maintaining a seminary for the education of men in their preparation for the priesthood in the Chaldean Catholic Church and fulfilling the established religious purposes and activities of the Chaldean Catholic Church.

Section 2.04. Ecclesiastical Deference. At all times, in carrying out its religious purposes and activities, the Corporation shall rely upon and defer to the ecclesiastical authority proper to the bishop (the "Eparchial Bishop") of that "particular church" erected as *Eparchia Sancti Petri Apostoli urbis Sancti Didaci Chaldadaeorum*, commonly known as the Chaldean Catholic Eparchy of St. Peter the Apostle (the "Eparchy"), the hierarch of the Chaldean Catholic Patriarchate of Baghdad who presides in ecclesial communion with the Roman Pontiff over that certain *sui iuris* church known as the Chaldean Catholic Church Patriarch (the "Patriarch"), and the Roman Pontiff. Further, the Corporation shall be bound by the *Codex canonum ecclesiarum orientalium* promulgated by Pope St. John Paul II on October 18, 1990 by the Apostolic Constitution *Sacri canones*, as amended from time to time, or corresponding future code of canon law that may be promulgated by a successor Roman Pontiff (the "Eastern Code of Canon Law"), such other applicable canon law as may be promulgated by the Roman Pontiff, and any other particular canon law promulgated by the Patriarch or the Eparchial Bishop (collectively, "Canon Law"). The Corporation's status under Canon Law, purpose and mission, and religious beliefs are determined by the Eparchial Bishop in ecclesial communion with the Patriarch and the Roman Pontiff.

ARTICLE III
Service of Process

The name and California street address of the Corporation's initial agent for service of process are:

Steve Samir Mattia
3835 Avocado Blvd., Suite 265
La Mesa, CA 91941

ARTICLE IV
Corporate Address

The initial street and mailing address of the Corporation is:

1627 Jamacha Way
El Cajon, CA 92019

ARTICLE V
Membership

The Corporation will not have members.

ARTICLE VI
Duration

The Corporation's duration is perpetual.

ARTICLE VII
Powers

Section 7.01. Powers. The Corporation is a religious corporation and has all the powers, duties, authorizations, and responsibilities as provided in the California Nonprofit Religious Corporation Law.

Section 7.02. Non-Exempt Activities Prohibited. Notwithstanding any other provision of these Articles, the Corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. Notwithstanding any other provision in these Articles, this Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code § 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code § 170(c)(2).

ARTICLE VIII
Private Foundation Status

Notwithstanding any other provision of these Articles of Incorporation, if the Corporation is, or is determined to be, a private foundation as described in Code § 509(a), then the Corporation must distribute assets in each taxable year at the time and in a manner that will avoid tax under Code § 4942(b), and the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Code § 4941(d), from retaining any excess business

holdings as defined in Code § 4943(c), from making any investments in a manner that will subject the Corporation to tax under Code § 4944, and from making any taxable expenditures as defined in Code § 4945(d).

ARTICLE IX Tax-Exempt Status

Section 9.01. Political Activities. No substantial part of the corporation's activities may consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation may not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

Section 9.02. Irrevocable Dedication; Private Inurement. The property of the Corporation is irrevocably dedicated to religious purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or to any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of this Corporation affecting one or more of its purposes), and no director 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 this Corporation or otherwise.

Section 9.03. Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of the Corporation's debts and liabilities must be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious or religious and charitable purposes and that has established its tax-exempt status under Code § 501(c)(3). If, at the time of the Corporation's dissolution, The Chaldean Catholic Diocese of St. Peter the Apostle, a California corporation sole (the "Eparchial Corporation Sole") is in existence, is organized and operated exclusively for religious purposes, and is exempt from federal income tax under Code § 501(c)(3), then the Corporation's remaining assets must be distributed to the Eparchial Corporation Sole. Otherwise, the Corporation's remaining assets must be distributed to a Chaldean Catholic organization, provided that: (i) such organization, at the time of the Corporation's dissolution, is operated exclusively for religious or religious and charitable purposes consistent with one or more purposes set forth in Article II of these Articles and is described in Code §§ 501(c)(3) and 509(a) of the Code; and (ii) the distribution to such organization conforms with the disciplines, doctrines, and teachings of the Chaldean Catholic Church, including Canon 930 of the Eastern Code of Canon Law and other relevant provisions of Canon Law.

[Signature Page Follows]

Dated: December 5, 2024

A handwritten signature in black ink, appearing to read "Emanuel Hana Shaleta", written over a horizontal line.

+Most Rev. Emanuel Hana Shaleta
Incorporator