AFRICAN CONFERENCE OF CATHOLIC CLERGY & RELIGIOUS IN THE UNITED STATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Natalie B. Sherman, whose address is 218 North Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter referred to as the “Corporation”) is the AFRICAN CONFERENCE OF CATHOLIC CLERGY & RELIGIOUS IN THE UNITED STATES, INC.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (hereinafter, the “Code”). The specific purposes for which the Corporation is formed are:

(a) To assist and support African clergy and religious who are incardinated, working and/or studying in the United States and to promote understanding and cooperation among them;

(b) To encourage and promote the welfare, education, and economic and religious advancement of African people living both on the African continent and in the United States;

(c) To promote and preserve the integrity of the ministries of African clergy and religious in the United States;
(d) To provide counsel to African Bishops, African Major Superiors and the United States Conference of Catholic Bishops regarding the ministries of African clergy and religious working and/or studying in the United States; and

(e) To perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

In furtherance of the aforementioned purposes, the Corporation may:

(f) Receive contributions and property, tangible and intangible, from any person, firm or corporation and own, hold, manage, invest, and reinvest the same, and to apply the income and principal thereof in such manner and at such times as the Corporation may deem best to carry out the charitable purposes described herein;

(g) Acquire, own, hold, develop, manage, lease and invest and reinvest in real or personal property, tangible or intangible, and to borrow monies with respect to the acquisition of and investment in such property;

(h) Otherwise operate exclusively for charitable, community benefit, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code; and

(i) Have and exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers exercisable by non-stock corporations under the Maryland General Corporation Law, together with the power to solicit grants and contributions for such purposes.
FOURTH: The address of the principal office of the Corporation in this State is 309 Cathedral Street, Third Floor, Baltimore, Maryland 21201. The name and address of the resident agent of the Corporation in this State is Valerie Washington, 309 Cathedral Street, Third Floor, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The membership of the Corporation shall be set forth in the Bylaws of the Corporation.

SEVENTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting of a minimum of three (3) and a maximum of twenty-one (21) members. The names of the Directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows: ____________________________

______________________________

The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for
services actually rendered to or for the Corporation and to make payments and distributions in
furtherance of the purposes set forth in Article THIRD hereof.

(b) 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 publication or distribution of statements) any political
campaign on behalf of any candidate for public office.

(c) During any fiscal year of the Corporation that it is determined to be a private
foundation as defined in Section 509(a) of the Code:

(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 on undistributed income imposed
by Section 4942 of the Code;

(ii) The Corporation shall not engage in any act of self-dealing as
defined in Section 4941(d) of the Code;

(iii) The Corporation shall not retain any excess business holdings as
defined in Section 4943(c) of the Code;

(iv) The Corporation shall not make any investments in such manner as
to subject it to tax under Section 4944 of the Code; and

(v) The Corporation shall not make any taxable expenditures as defined
in Section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall
not conduct or carry on any activities not permitted to be conducted or carried on (i) by a
corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a
corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

NINTH: In the event of the dissolution or final liquidation of the Corporation, all of the assets of the Corporation, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, shall be distributed by the Directors to one or more organizations that are organized and operated exclusively for charitable, religious, scientific or educational purposes and that at the time qualify as exempt organizations under Section 501(c)(3) of the Code as the Directors shall determine.

TENTH: In accordance with its Bylaws, the Corporation reserves the right to make from time to time any amendment to these Articles which may now or hereafter be authorized by law, provided that no amendment shall be made which shall cause the Corporation to lose its exemption from Federal income tax under Section 501(c)(3) of the Code.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this _____ day of __________________, 2010 and acknowledge the same to be my act.

WITNESS:

__________________________________________
Natalie B. Sherman
CONSENT OF RESIDENT AGENT

I hereby consent to act as resident agent in Maryland for EHC Cornerstone, Inc.

________________________________________________________________________
Valerie Washington

________________________________________________________________________
Date