

THE CATHOLIC CEMETERY ASSOCIATION, INC.

Consent of the Incorporators

Pursuant to the provisions of Massachusetts General Laws, Chapter 180, the undersigned, being all the Incorporators of The Catholic Cemetery Association, Inc., hereby adopt and consent to the actions represented by the following resolutions:

Resolved: That the Articles of Organization of the The Catholic Cemetery Association, Inc. in the form attached hereto shall be executed by the Incorporators, and that said Articles of Organization shall be thereupon submitted to the Secretary of the Commonwealth of Massachusetts for his approval and filing pursuant to M.G.L. c. 180, the proper fee being paid to said Secretary.

Resolved: That the Bylaws annexed to this Consent be, and hereby are, adopted as the Bylaws of the Corporation.

Resolved: That the number of Trustees of The Catholic Cemetery Association, Inc. be fixed initially at three (3), each an ex-officio Trustees as set forth in the Bylaws, and that the following persons be, and hereby are, the initial Trustees of The Catholic Cemetery Association, Inc.:

His Eminence, Bernard Cardinal Law
Most Rev. William F. Murphy
David L. Castaldi

Said Trustees are ex-officio Trustees and they shall serve as Trustees of The Catholic Cemetery Association, Inc. until such time that they no longer hold the office entitling them to be ex-officio Trustees of The Catholic Cemetery Association, Inc.

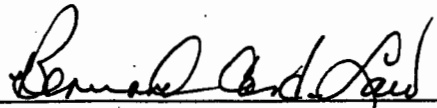
Resolved: The following individuals shall hold the office in The Catholic Cemetery Association, Inc. set forth next to their respective name. Each such individual holds said office in The Catholic Cemetery Association, Inc. ex-officio in accordance with the Bylaws of The Catholic Cemetery Association, Inc.

President:	His Eminence, Bernard Cardinal Law
Vice President:	Most Rev. William F. Murphy
Treasurer:	His Eminence, Bernard Cardinal Law
Clerk/Secretary:	David L. Castaldi

Each said officer of The Catholic Cemetery Association, Inc. holds office in The Catholic Cemetery Association, Inc. ex-officio and each shall serve in said office until such time that they no longer hold the office entitling them to be an ex-officio officer of The Catholic Cemetery Association, Inc.

Resolved: That the actions of any individual or entity taken by and on behalf of the Corporation to be formed herein are hereby ratified and confirmed.

Executed as of this 21st day of June, 2001 by each of the undersigned, being all the Incorporators of The Catholic Cemetery Association, Inc.

By: 
His Eminence, Bernard Cardinal Law,
Incorporator

By: 
Most Rev. William F. Murphy,
Incorporator

By: 
David L. Castaldi
Incorporator

THE CATHOLIC CEMETERY ASSOCIATION, INC.

Initial Meeting of the Board of Trustees

The first meeting of the Board of Trustees of The Catholic Cemetery Association, Inc. was duly called and held on this 27th day of June, 2001 at 2121 Commonwealth Avenue, Boston, MA, all of the initial Trustees being present and voting throughout.

The Board of Trustees, on motion, duly seconded, unanimously:

Voted: To confirm and ratify the Articles of Organization and Bylaws adopted by the Incorporators of The Catholic Cemetery Association, Inc..

Voted: To adopt the seal of The Catholic Cemetery Association, Inc., containing the corporate name, the date of incorporation, 2001, and the word "Massachusetts".

Voted: To confirm and ratify the fiscal year ending on June 30 of each year as set forth in the Articles of Organization and Bylaws.

Voted: The President and Treasurer of The Catholic Cemetery Association, Inc. is hereby authorized to open whatever bank accounts are necessary to conduct corporate business. Checks in said account shall be signed by the President and the Treasurer.

Voted: The President and Clerk/Secretary of The Catholic Cemetery Association, Inc. are hereby authorized to file for a federal tax identification number and any other documents required for any other federal or state tax filings or election of tax status.

Voted: The President and Clerk/Secretary of the Corporation are hereby authorized to file an Application for Inclusion in USCC Group Ruling with the Roman Catholic Archdiocese of Boston to qualify the Corporation for tax-exempt status as a §501(c)(3) organization and not as a private foundation under §509(a) of the Internal Revenue Code.

Voted: To engage The Rogers Law Firm to serve as legal counsel to The Catholic Cemetery Association, Inc.

Voted: The President, or his designee, is authorized to obtain commercial general liability insurance, including directors and officers liability coverage, and professional liability insurance for The Catholic Cemetery Association, Inc. in an amount to be determined by the President of The Catholic

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**BYLAWS OF
THE CATHOLIC CEMETERY ASSOCIATION, INC.**

Article I

Name, Purposes and Office

Section 1. Corporate Name: The name of the corporation shall be The Catholic Cemetery Association, Inc. (hereinafter the "Corporation") or as set forth in the Articles of Organization from time to time.

Section 2. Mission and Purpose: (a) The Corporation is committed to witnessing in faith to the Roman Catholic Church's belief in the resurrection of the body, her traditions and practices and the Corporal Work of Mercy which call us to a profound reverence for the bodies of the dead which were once temples of the Holy Spirit. It is a significant part of our mission to provide a fitting resting place for our beloved dead - especially the poor - sacred places of prayer, beauty and peace where those who mourn can find comfort - and to reflect the faith as expressed in the Order of Christian Funerals. The mission of the Corporation includes the witness of faith in the world as we minister to the needs of those who come to us. It also includes ongoing formation for all cemetery personnel and all the parish communities of the Roman Catholic Archdiocese of Boston with regard to the ministry to which we are called and the tenets of the Catholic faith as expressed in its teaching, discipline and ritual. The Corporation shall work in service to and shall support the Roman Catholic Archbishop of Boston, a Corporation Sole, and to all who are in need of our ministry.

(b) Within the framework and limitations of the foregoing, the Corporation is organized to procure, purchase, establish, hold, preserve, maintain and prepare one or more cemeteries or burial grounds in accordance with the laws of The Commonwealth of Massachusetts and to do all things necessary, customary or appropriate for the procurement, purchase, establishment, holding, preservation, preparation, regulation and maintenance of such cemetery or cemeteries or burial grounds. Consistent therewith, the Corporation may hold funds in trust and apply the income thereof to the improvement or embellishment of the cemetery or cemeteries or to the care, preservation or embellishment of any lot or lots located therein or its or their appurtenances.

(c) The Corporation is organized to exclusively perform religious and charitable activities in support of the Roman Catholic Archdiocese of Boston and the Roman Catholic Archbishop of Boston, a Corporation Sole, as are permitted corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and as are permitted by organizations which qualify for exemption from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law)(hereinafter the "Internal Revenue Code") and contributions to which are deductible under §170(2), §2055(a)(2) and §2522(a)(2) of the Internal Revenue Code, including the making of

distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from Federal income tax.

Section 3. Powers and Limitations: (a) In furtherance of the aforementioned corporate mission and purposes, the Corporation hereby adopts in accordance with the provisions of General Laws, Chapter 180, Section 6 the following powers:

- (i) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (ii) to sell convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (iii) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (iv) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein wherever situated;
- (v) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (vi) to do business, carry on its operations and have offices and powers granted by this chapter in any jurisdiction within or without the United States;
- (vii) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;
- (viii) to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its

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Trustees, officers and employees, and for any or all of the Trustees, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of Trustees are owned, directly or indirectly, by it;

- (ix) to participate as a subscriber in the exchanging of insurance contracts specified in Section Ninety-four B of Chapter One Hundred and Seventy-five;
- (x) to be an incorporator of other corporations of any type or kind; and
- (xi) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with this Chapter or the General Laws of the Commonwealth.

(b) This Corporation shall not carry on any activity or exercise any of the above-noted powers not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

(c) This Corporation is organized and shall be operated exclusively for charitable, scientific, educational and religious purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, trustee, officer or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

(d) At all times this Corporation shall be operated in accordance with the Canon Law of the Roman Catholic Church and the teachings of the Roman Catholic Church as enunciated by the Holy Father and the Bishops in communion with him; and more specifically, in this regard, the Corporation shall, in all such matters, defer to the teaching authority of the Roman Catholic Archbishop of Boston.

Section 4. Principal Office: The principal office of the Corporation shall be at 175 Broadway, Malden, MA 02148; in addition, the Corporation may have such other offices within or without The Commonwealth of Massachusetts as the Board of Trustees may from time to time determine.

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Article II

Members

Section 1. The Members: The Members of the Corporation shall comprise such persons as may from time to time be appointed by the President of the Corporation. Each Member shall hold office at the pleasure of the President, or until the Member sooner dies or resigns. A Member may be removed with or without cause at any time by the President and may resign at any time by giving notice in writing to the President or the Secretary.

Section 2. Vacancies: Vacancies arising in the membership of the Corporation due to resignation, death, removal, or otherwise may be filled by appointment of the President at any time after the vacancy occurs.

Section 3. Number: The number of Members of the Corporation shall at all times be fixed by the Members, provided, however, that at all times there shall be a minimum of three (3) Members.

Article III

Meetings of the Members

Section 1. Annual Meeting: The annual meeting of the Members shall be held on the second Tuesday in November of each year. In the event an annual meeting is not held on that date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Special Meetings: Special meetings of the Members may be called at any time by the President or the Trustees, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer upon written application of any Member.

Section 3. Quorum: At any meeting of the Members, a majority of the Members then in office, whether present in person or duly represented, shall constitute a quorum.

Section 4. Voting: Each Member shall have one vote on any question. When a quorum is present at any meeting of the Members, a majority of the votes properly cast by the Members present or duly represented shall decide any question, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section 5. Location, Order of Meeting: All meetings of the Corporation shall be held at the principal office of the Corporation, unless otherwise directed by the President. The hour of all meetings shall be fixed by the President. Unless otherwise conducted, the order of the meeting shall be as follows:

1. Roll call
2. Reading of the minutes of the previous meeting (unless waived)
3. Reports of officers and committees
4. Unfinished business
5. New business.

Section 6. Notice: Notice of all meetings specifying the time and place of the meeting shall be (i) be mailed to each member at least seven (7) days prior to the date fixed for the meeting, (ii) be deposited with an overnight courier service at least three (3) days prior to the date fixed for the meeting or (iii) given in hand, by telephone, by facsimile or by mail at least twenty-four (24) hours prior to the meeting, except that notice need not be given to any Member if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Member who attends the meeting without protesting at its commencement the lack of notice to him or her. Except as otherwise expressly provided, neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting.

Section 7. Proxies: Members may vote either in person or by written proxy, which proxy shall be filed with the Secretary or other person responsible for recording the proceedings of the meeting before being voted. No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest upon the challenger.

Section 8. Action Without a Meeting: Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Meeting by Conference Telephone: Members may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation in meetings by these means constitutes presence of the person at the meeting.

Article IV

Officers

Section 1. The Officers, Identity, and Election: The officers of the Corporation shall be a President, who shall be the Roman Catholic Archbishop of Boston, ex-officio, a Vice President, who shall be the Vicar General/Moderator of the Curia, ex-officio, a Treasurer, who shall be the Roman Catholic Archbishop of Boston, ex-officio, and a

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Secretary, who shall be the Chancellor, ex-officio, and such minor officers as the Members shall elect from time to time. The minor officers shall be elected by the Members of the Corporation at their annual meeting. Two or more offices, except that of President and Secretary, may be held by the same person. A vacancy in any office, except that of President, Vice President, Secretary or Treasurer, may be filled by the Members at any special or annual meeting of the Members.

Section 2. Tenure: Each minor officer shall hold office until the next annual meeting of the Members unless a shorter period shall have been specified by the terms of his or her election, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Any such elected officer may resign at any time by giving notice in writing to the President or Secretary. Any such resignation shall take effect at the time, if any, specified therein, or if no time is specified therein, upon receipt thereof by the President or Secretary of the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any minor officer may be removed at any time with or without cause by the Members.

Section 3. Individual Capacity: The Roman Catholic Archbishop of Boston, acting in accordance with these Bylaws, shall act in all respects in his capacity as an individual and not as the Corporation Sole.

Article V

Duties of the Officers

Section 1. President: The President shall (i) appoint all Members of the Corporation and at his discretion may remove Members of the Corporation, (ii) preside at all meetings of the Members and the Board of Trustees, if present, (iii) enforce all rules and Bylaws of the Corporation, and (iv) have direct and general supervision and control of the funds and activities of the Corporation. Except as the President may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer. Any recordable instrument, purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Secretary, shall be binding upon the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation. In the event of the inability of the President to sign due to incapacity, absence from the Commonwealth, or death, the foregoing documents may be signed by the Vice President.

The President shall, in general, perform all duties incident to such office and such other duties as are from time to time assigned by the Board of Trustees or the Members. The President shall act as the "duly authorized representative" of the Board of Trustees in

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all matters in which the Board of Trustees has not formally designated some other person for that specific purpose. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect.

Section 2. The Vice President: The Vice president shall have such powers and shall perform such duties as may be prescribed by the Board of Trustees or by the President from time to time. In the absence of the President from any meeting of the Members or the Board of Trustees, the Vice-President shall preside at the same.

Section 3. The Secretary: The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purposes of service of process.

The Secretary shall keep a register of the names and addresses of all Members of the Corporation, all Trustees of the Corporation, and the members of any committees of the Corporation; shall at all times keep on file a complete copy of the Articles of Organization and all amendments and restatements thereof and a complete copy of these corporate Bylaws and all amendments and restatements thereof; shall, when directed to do so, give proper notice of meetings of the Members and the Board of Trustees; shall keep the records of all proceedings of the incorporators, the Members, the Trustees and any committees of the Corporation in a book or series of books to be kept therefor, which book or books shall be kept within The Commonwealth of Massachusetts at the principal office of the Corporation or at the office of the Secretary or its resident agent and shall be open at all reasonable times to the inspection of any Member or Trustee; shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the President; and, in general, shall perform all duties usually incident of the office of the Secretary.

The Secretary also shall, in the absence of the President and the Vice President, preside at all meetings of the Members and the Board of Trustees, if present, and shall perform such other duties as the President may direct. In the absence of the Secretary from any meeting of the Members or the Board of Trustees or in the event the Secretary is presiding at any such meeting, a temporary secretary shall be designated by the Secretary (or in the absence of such designation, by the meeting) and said temporary secretary shall record the proceedings thereof in the aforesaid book.

Section 4. The Treasurer: The Treasurer shall keep accurate accounts of all monies of the Corporation that are received or disbursed; shall deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Trustees shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by the Corporation; shall render to the President and the Trustees, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation; shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer.

Article VI

Board of Trustees

Section 1. Composition, Election. The Board of Trustees shall consist of the President, ex-officio, the Vice President, ex-officio, the Secretary, ex-officio, the Treasurer, ex-officio and up to six (6) other persons elected by the Members as follows:

- (a) At the first Annual Meeting this Section is in effect, the Members will elect up to two (2) Trustees to terms of one year, up to two (2) Trustees to terms of two years, and up to two (2) Trustees to terms to terms of three years.
- (b) At each Annual Meeting thereafter, the Members will elect up to two (2) Trustees to terms of three years to replace those Trustees whose terms have expired.
- (c) Individuals may be elected as Trustees for any number of terms, successive or otherwise, provided that they do not serve as a Trustee for more than nine (9) consecutive years, including any partial terms of election.
- (d) The Members at any Special or Annual Meeting may elect an individual to complete the unexpired term of any Trustee who died, resigned, or was removed prior to expiration of his or her term or to complete the unexpired portion of any Trustee term not filled at any Special or Annual Meeting. The Members may choose not to fill any vacancy in the Board of Trustees so long as the number of Trustees holding office at any time is at least three (3) in number, including ex-officio Trustees.

Section 2. Tenure: Each elected Trustee, other than an ex-officio Trustee, shall hold office until his or her successor is elected and qualified, or until he or she sooner dies, resigns, or is removed. Any Trustee may resign at any time by giving notice in writing to the President or the Secretary, and may be removed with or without cause at any time by vote of the Members.

Section 3. Authority, General Powers. The management and control of the operations, affairs, property and funds of the Corporation shall be vested in the Board of Trustees. The Board of Trustees shall manage and direct the affairs, business and activities of the Corporation and shall have the power and authority to do and to perform all acts and functions not inconsistent with the Articles of Organization, these Bylaws, or with any action taken by the Members of the Corporation.

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Section 4. Meetings, Notice: Meetings of the Board of Trustees may be held at any time and at any place when called by the President, the Secretary, or by four (4) or more Trustees. It shall be sufficient notice to a Trustee to send notice of a meeting by mail at least forty-eight (48) hours before the meeting to him or her at his or her usual or last known business or residence address or to give notice to the Trustee in person or by telephone at least twenty-four (24) hours before the meeting. Notice need not be given to any Trustee if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting at its commencement the lack of notice to him or her. Except as otherwise expressly provided, neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting.

Section 5. Location, Order of Meeting: All meetings of the Board of Trustees shall be held at the principal office of the Corporation, unless otherwise directed by the President. The hour of all meetings shall be fixed by the President. Unless otherwise conducted, the order of the meeting shall be as follows:

1. Roll call
2. Reading of the minutes of the previous meeting (unless waived)
3. Reports of officers and committees
4. Unfinished business
5. New business.

Section 6. Quorum: At any meeting of the Board of Trustees, a majority of the Trustees then in office (whether present in person or duly represented) shall constitute a quorum.

Section 7. Voting: Each Trustee shall have one vote on any question. When a quorum is present at any meeting of the Trustees, a majority of the votes properly cast by the Trustees present or duly represented shall decide any question, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

Section 8. Proxies: Trustees may vote either in person or by written proxy, which proxy shall be filed with the Secretary or other person responsible for recording the proceedings of the meeting before being voted. No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Trustee shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest upon the challenger.

Section 9. Action Without a Meeting: Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting. The written action is effective when signed by the Trustees, unless a different effective time is provided in the written action.

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Section 10. Meeting by Conference Telephone: Trustees may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation in meetings by these means constitutes presence of the person at the meeting.

Section 11. Committees: There shall be no standing committees of the Board of Trustees. There shall be such special or "ad hoc" committees as may from time to time be appointed by the President. Each committee shall consist of those members of the Board of Trustees, not less than two in number, appointed by the President and such number of non-Trustees as may be appointed by the President with or without vote, as the President deems appropriate. Actions or votes of such special or "ad hoc" committees shall only be advisory to the full Board of Trustees. The members of any special or "ad hoc" committee shall remain in such office at the pleasure of the President and may be removed with or without cause at any time by the President.

Article VII

Financial Matters

Section 1. Accounting Systems, Audit: The Board of Trustees and/or the President shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Trustees may cause the records and books of account of the Corporation to be audited annually at a minimum, or at such time as it shall be deemed to be necessary or appropriate, and may retain such person or firm for such purposes as it deems appropriate.

Section 2. Fiscal Year: Except as otherwise provided by the Board of Trustees, the fiscal year of the Corporation shall end on the 30th day of June in each year.

Section 3. Checks, Drafts and Other Matters: All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer.

Section 4. Budget: Annually the Board of Trustees shall review, set and approve a budget for the Corporation. A budget so approved is deemed to be approved for a subsequent fiscal year until the Board of Trustees approves the budget for that fiscal year.

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Article VIII

Corporate Seal

This Corporation shall have a seal that shall be circular in form and shall have inscribed upon its face the name of the Corporation, the year of its incorporation, and the word "Massachusetts".

Article IX

Amendments

These Bylaws may be altered or amended only by a vote of two-thirds of the Members of the Corporation then in office at any annual or special meeting of the Members of the Corporation, provided that the notice of such meeting shall specify the substance of such alteration or amendment as a purpose of the meeting, and further provided such amendment is made so as to continue to qualify that this Corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted, or as hereinafter amended, and provided further that such amendment shall be consistent with the teachings of the Roman Catholic Church.

Article X

Dissolution

At such time as it desires to close its affairs and upon vote of a majority the Members of the Corporation then in office, a petition for dissolution of the Corporation shall be filed in accordance with applicable provisions of law. Upon the liquidation or dissolution of the Corporation, the real and personal property and all other assets of the Corporation shall be conveyed to the Roman Catholic Archbishop of Boston, a Corporation Sole.