

CERTIFICATE OF INCORPORATION

OF THE

SOVEREIGN ORDER OF SAINT JOHN OF JERUSALEM INC.

FIRST: The name of the corporation is the
SOVEREIGN ORDER OF SAINT JOHN OF JERUSALEM INC.

SECOND: Its principal office in the State of Delaware is located with the resident agent of the Corporation, the National Corporation Company, Keith Building, Dover, Kent County, Delaware, Phone 5751.

THIRD: The objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

This Corporation is the historical and legal continuity of an ancient non-profit religious-military Order and charitable organization supported by the voluntary gifts, contributions, devises and/or bequests of its members and associates, and the Corporation is pledged to promote, protect and teach the Christian religion, aid the needy, lame, blind and afflicted, build churches, hospitals and provide ambulances, all without restriction as to color, race or religion. In order to better accomplish these purposes it is proposed to further and more completely identify the corporation historically as the American Grand Priory of the Sovereign Order of Saint John of Jerusalem, (Knights of Malta), including the Grand Priory of Russia, originating in Jerusalem about 1050 A.D., Malta 1530, Russia 1798 and established in the United States since 1908, this title being descriptive only, and the corporation to remain as herein designated.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

To select; instruct, educate and confirm chaplains, priests and sisters of the Order to promote the Christian religion and charitable pursuits.

To take, own, hold, deal in, mortgage or otherwise lie and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within the State of Delaware or without the State of Delaware, wherever situated.

To acquire, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal in and with land, waterways, boats, buildings, premises, properties and assets for the use and welfare of the corporation.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world, the proceeds of which shall be devoted to religious and charitable purposes.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such affairs, the proceeds if any, to be devoted to religious and charitable purposes.

To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner

dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them, the proceeds if any, to be devoted to religious and charitable purposes.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, township, county, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do, the proceeds if any, to be used for religious and charitable purposes.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, township, county, territory, state, Government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware, for religious and charitable purposes.

To have officers, conduct its non-profit religious and charitable pursuits and promote its objects within and without the State of Delaware, in other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

IN GENERAL to carry on any pursuit in connection therewith, whether manufacturing or otherwise, for the support of religious and charitable purposes, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH: The corporation shall not have authority to issue capital stock.

FIFTH: The names and places of residence of each of the incorporators is as follows:

Mary M. Lafferty	Wyoming, Delaware
Jean P. Joel	Woodside, Delaware
Ruth E. Biddle	Dover, Delaware

SIXTH: The existence of this Corporation is to be perpetual.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The Directors shall have power to make and to alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of a majority of the voting members, the Directors shall have authority to dispose, in any manner, of the whole property of this corporation.

The By-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the members, and no members as con-

ferred by the law or the By-laws, or by resolution of the Board of Directors.

The By-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the members; and no member shall have the right of inspecting any account, or book, or document of this Corporation, except as conferred by law or the By-laws, or by resolution of the Board of Directors.

The members and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the directors, except as otherwise required by the laws of Delaware.

The directors of the corporation are bound to maintain a non-profit religious and charitable organization without authority to issue capital stock; that all contributions, gifts, bequests, devises, funds or profits of the corporation shall be used for religious purposes to acquire suitable lands and buildings, to erect and maintain buildings; to compensate all necessary employees to defray all operating expenses; to provide means of transportation; and that all the foregoing shall be for the sole purpose of promoting the religious and charitable program and general welfare of the Order or corporation, without profit to any officer or member thereof.

The directors of the Corporation may exercise the ancient acts, precedents, and the inherited power and authority of the Order to confer or grant letters patent or diplomas of membership, hereditary membership, or other merited honors upon its deserving members, associates, or others, qualifying their genealogical history as well as qualifying their civil, social, military or religious status or rank, based upon acts and precedents of the common

law, not otherwise restricted by the laws of Delaware, the Constitutions of the other States or the Constitution of the United States.

The membership of the corporation shall be restricted to those persons complying with the historical requirements established by the Order and interpreted or modified from time to time by the Order or the board of directors.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except when otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph of this charter shall be regarded as independent objects, purposes and powers.

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WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Mary M. Lafferty
Joan P. Joel
Ruth E. Biddle

Dated at Dover, Delaware - August 7, 1956

In the Presence of Robert W. Smith

STATE OF DELAWARE,

SS:

COUNTY OF KENT

BE IT REMEMBERED, That on this 7 day of August, A.D., 1956, personally appeared before me, the subscriber, a Notary Public of the State and County aforesaid, Mary M. Lafferty, Joan P. Joel and Ruth E. Biddle, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Robert W. Smith
Notary Public

