

## Exhibit E

### *Canon 35A of the Diocese*

**Sec. 1.** There shall be incorporated under the laws of the State of Illinois a corporation under the name Diocesan Foundation.

**Sec. 2.** The Board of Trustees of the corporation shall consist of seven members, namely, the Bishop of the Diocese of Chicago *ex officio* and six persons who shall be lay communicants in good standing and resident, or clergy canonically resident, in said Diocese and who shall be elected by the members of the corporation in the manner described below (the "Elected Trustees"). Members of the corporation shall consist of holders of interests in the Common Funds (as such term is defined below), as provided from time to time in the corporation's By-Laws.

All Trustees of the corporation who are Trustees on October 25, 1994 shall serve as Trustees until the annual meeting of members of the corporation held in 1995. At the annual meeting of members of the corporation held in 1995, the members of the corporation shall elect (1) two Trustees to serve until the annual meeting of members of the corporation held in 1996; (2) two Trustees to serve until the annual meeting of members of the corporation held in 1997; and (3) two Trustees to serve until the annual meeting of members of the corporation held in 1998. At the annual meeting of the members of the corporation held in 1996, and at each succeeding annual meeting of members of the corporation, the members of the corporation shall elect two Trustees to serve until the annual meeting of members of the corporation held in the third year following the year of such election. A vacancy occurring among the Elected Trustees prior to expiration of term shall be filled by the remaining Trustees within 60 days for the unexpired portion of the term, subject to ratification at the next election of Trustees. All Elected Trustees shall serve during the terms for which they are elected and until their respective successors shall be elected or appointed, as the case may be, and qualify.

**Sec. 3.** The purpose of the corporation shall be to further the religious, charitable and educational work of the Church, carried on within the boundaries of the Diocese of Chicago, by the Bishop and the several departments of the Diocese, by the various Parishes of the Diocese, and by the religious, charitable and educational organizations and institutions of or affiliated with the Church and functioning within the Diocese, and, when requested, to advise and assist in the management and conduct of the financial affairs of the Bishop, the departments and Parishes of the Diocese, and said religious, charitable and educational institutions.

**Sec. 4.** In furtherance of the purposes of the corporation and not in enlargement thereof, the corporation shall have all the powers granted under the General Not for Profit Corporation Act of the State of Illinois, including, without limiting the generality of the foregoing, the power to purchase, take, receive, or otherwise acquire, and to own, hold, use, and otherwise deal in and with, any real or personal property, including

shares or other interests in or obligations of domestic or foreign corporations, situated in or out of the State of Illinois, and to sell, convey, mortgage, pledge, and otherwise dispose of all or any part of said property.

**Sec. 5.** (a) Further in pursuance of said purposes, the corporation shall have the right, but in no instance shall have the obligation, to receive from the Diocese and the Bishop thereof, and from such of the said Parishes and religious, charitable and educational organizations and institutions (each, an "Investing Entity") as may so desire, moneys and other property, consisting of Federal, State or municipal bonds, notes or other evidences of indebtedness, corporate stock, bonds, debentures or other evidences of corporate indebtedness and notes of corporations or individuals secured by first mortgages on real estate, owned and held by them as endowments or otherwise for their religious, charitable and educational purposes, for placement in one or more common investment funds (each, a "Common Fund") to be established from time to time by the Board of Trustees of the corporation in its discretion, each of which shall issue to its participants periodic account statements reflecting their interests therein. On October 28, 1995, all then-outstanding certificates representing interests in any Common Fund shall be deemed to be canceled, and thereafter interests held by a participant in a Common Fund shall be reflected solely on the periodic account statements issued by such Common Fund to such participant.

(b) The corporation may invest moneys of any Common Fund in any securities or other instruments in which an individual may invest his or her own funds (including, without limiting the generality of the foregoing, securities or other instruments of the type described in Section 5(a) of this Canon), may sell any such securities or other instruments as well as any securities or other instruments accepted by it from a participant for placement in such Common Fund, and may reinvest the proceeds of such sales in securities or other instruments as aforesaid, all as may be determined by the Board of Trustees of the corporation, pursuant to the By-Laws of the corporation.

I The corporation shall collect the income arising from investments in each Common Fund and, after payment of expenses of operation, distribute the same to the participants therein in proportion to their respective interests, at such stated intervals as shall be provided in the By-Laws of the corporation and in such amounts as the Board of Trustees of the corporation shall determine in its sole discretion, evaluating such Common Fund at such intervals, and returning to such participants therein as may request it, as of any such stated interval, their respective interests in such Common Fund as so evaluated, either in cash, securities or other property, as provided in the By-Laws. Income distributed to the participants in a Common Fund may or may not include all or any portion of the realized or unrealized capital gains of such Common Fund, as determined by the Board of Trustees of the corporation in its sole discretion. In general, each Common Fund shall be managed in accordance with the best judgment of the Board of Trustees of the corporation and for the sole benefit of its Investing Entities.

(d) No funds, securities or other property shall be received for, or placed in, any Common Fund maintained by the corporation except funds, securities or other property received from an Investing Entity.

**Sec. 6.** The corporation may employ one or more banks, trust companies, broker-dealers, or investment companies registered under the Investment Company Act of 1940, as amended, to act as custodian or custodians of the securities held in any Common Fund and as agent or agents for the collection of income therefrom, and such other agents and employees as the Board of Trustees of the corporation shall deem necessary or advisable in connection with the safekeeping and management of any Common Fund and the income arising therefrom. Securities held in any Common Fund may be registered in the name of the corporation or in the name or names of such nominee or nominees as the Board of Trustees of the corporation may from time to time determine.

**Sec. 7.** No member of the Board of Trustees of the corporation or company that the Trustee is employed by shall receive any compensation for services rendered, or any commission or profit on transactions in respect of any Common Fund, and (subject to the provisions of Section 51 of this Canon) the entire income received from each Common Fund, less costs and expenses chargeable to such Common Fund as set forth in the By-Laws, shall be remitted to the participants therein in proportion to their respective interests therein. No member of the Board of Trustees of the corporation or member of the corporation shall be liable for any loss to the corporation or to any Common Fund, or to any participant therein, arising from the management of any Common Fund or the investment of the same, or otherwise, unless such loss shall result from a breach of good faith on the part of such member of the Board of Trustees of the corporation or member of the corporation.

