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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

In re: THE ROMAN CATHOLIC BISHOP OF OAKLAND, a California corporation sole, Debtor	Case No. 23-40523 WJL Chapter 11
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ROMAN CATHOLIC BISHOP OF OAKLAND Plaintiff, v. THE ROMAN CATHOLIC BISHOP OF OAKLAND, ADVENTUS, THE ROMAN CATHOLIC WELFARE CORPORATION OF OAKLAND, AND THE ROMAN CATHOLIC CEMETERIES OF THE DIOCESE OF OAKLAND, Defendants.	Adv. Proc. No. 24-04053 WJL **DECLARATION OF RYAN E. MANNS IN SUPPORT OF MOTION TO DISMISS** Date: March 5, 2025 Time: 10:30 a.m. Judge: Hon. William J. Lafferty Place: United States Bankruptcy Court Courtroom 220 1300 Clay Street Oakland, CA 94612

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I, Ryan E. Manns, hereby declare as follows:

1. I am an attorney admitted to practice in the States of Texas and New York, and am admitted to appear *pro hac vice* before this Bankruptcy Court. I am a partner with the law firm of Norton Rose Fulbright US LLP, counsel to the Roman Catholic Welfare Corporation of Oakland ("RCWC"), the Roman Catholic Cemeteries of the Diocese of Oakland ("RCC"), and Adventus (collectively, the "Non-Debtor Defendants"), defendants in the above-captioned adversary proceeding.

2. I submit this Declaration in support of the Non-Debtor Defendants' Motion to Dismiss ("Motion") the *Adversary Complaint for Declaratory Relief* (the "Complaint") (Dkt No. 1) filed by the Official Committee of Unsecured Creditors of the Roman Catholic Bishop of Oakland, to provide the Court with copies of the documents the Non-Debtor Defendants assert are incorporated by reference in the Complaint.

3. Attached hereto as **Exhibit 1** is a true and correct copy of RCWC's Articles of Incorporation (referred to in the Motion as "RCWC AOI").

4. Attached hereto as **Exhibit 2** is a true and correct copy of RCWC's Bylaws.

5. Attached hereto as **Exhibit 3** is a true and correct copy of RCC's Articles of Incorporation (referred to in the Motion as "RCC AOI").

6. Attached hereto as **Exhibit 4** is a true and correct copy of RCC's Bylaws.

7. Attached hereto as **Exhibit 5** is a true and correct copy of Adventus' Articles of Incorporation (referred to in the Motion as "Adventus AOI").

8. Attached hereto as **Exhibit 6** is a true and correct copy of Adventus' Bylaws.

9. Attached hereto as **Exhibit 7** is a true and correct copy of that certain Offering Memorandum for the Roman Catholic Bishop of Oakland Taxable Bonds, Series 2007 (referred to in the Motion as "Offering Memo")

10. Attached hereto as **Exhibit 8** is a true and correct copy of Appendix A to the Offering Memo.

11. Attached hereto as **Exhibit 9** is a true and correct copy of that certain Credit and Security Agreement, dated as of February 1, 2017, by and between PNC Bank (f/k/a Compass

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Bank), as lender, and the Roman Catholic Bishop of Oakland, as borrower, and RCWC, RCC, and Adventus, as guarantors.

I declare under the penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: January 24, 2025

By: /s/
Ryan E. Manns

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EXHIBIT 1

ARTICLES OF INCORPORATION

ROMAN CATHOLIC WELFARE CORPORATION OF OAKLAND

Amendment #3 - recorded December 21, 2002

A0590139

State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 2 1 2002

Bill Jones

Secretary of State

Sec/State Form CE-107 (rev. 9/98)

OSP 02 69666

A0590139

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 12 2002

BILL JONES, Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The Roman Catholic Welfare Corporation of Oakland
a California nonprofit religious corporation

Thomas McGowan and Sister Barbara Flannery certify that:

1. That they are the president and assistant secretary, respectively, of The Roman Catholic Welfare Corporation of Oakland, a California nonprofit religious corporation.

2. The articles of incorporation of this corporation are hereby amended and restated to read as follows:

I

The name of this corporation is The Roman Catholic Welfare Corporation of Oakland.

II

A. This 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 primarily for religious purposes.

B. The specific and primary purposes of this corporation shall be to conduct religious and educational activities of the Roman Catholic Church within the Roman Catholic Diocese of Oakland comprising the Counties of Alameda and Contra Costa in the State of California; to own, maintain and operate church-related facilities of the Roman Catholic Church within said Diocese of Oakland including, without limitation, Roman Catholic parochial and high schools, Confraternity of Christian Doctrine Centers and other religious centers; to engage generally in such other religious activities authorized by the laws, rules, regulations and discipline of the Roman Catholic Church, and the laws of the State of California, which may be prescribed by the Board of Directors of this corporation; to do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing religious purposes.

C. This corporation is organized and operated exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law and meeting the requirements of Section 214 of the California Revenue and Taxation Code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities 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 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible

under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

D. These amended and restated articles of incorporation effect the cancellation of all outstanding memberships.

E. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

III

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the liquidation, dissolution or abandonment of this corporation, after paying or making provision for the payment of any debts and obligations of this corporation, the then remaining assets of the corporation shall be distributed for such purposes to The Roman Catholic Bishop of Oakland, a California corporation sole, if then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and meeting the requirements of Section 214 of the California Revenue and Taxation Code, but if not then in existence or exempt, to an organization which is organized and operated exclusively for Roman Catholic religious purposes and which has established its tax exempt status under Section 501(c)(3) (or the corresponding provision of any future United States internal revenue law).

3. The foregoing amendments of the articles of incorporation have been duly approved by the board of directors.

4. The foregoing amendments of the articles of incorporation have been duly approved by the required vote of the members.

[remainder of page intentionally left blank]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: November 7, 2002

Thomas McGowan
President

Sister Barbara Flannery
Assistant Secretary

OFFICE OF THE SECRETARY OF STATE

9622714.1

EXHIBIT 2

Exhibit Filed Under Seal

EXHIBIT 3

1950344

FILED
in the office of the Secretary of State
of the State of California

OCT 11 1995

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

The Roman Catholic Cemeteries of the Diocese of Oakland
A California Nonprofit Religious Corporation

I

The name of this corporation is The Roman Catholic Cemeteries of the Diocese of Oakland.

II

A. This 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.

B. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities 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 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

John M. Kemp
c/o Crosby, Heafey, Roach & May
1999 Harrison Street
Oakland, CA 94612

IV

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of

or in opposition to any candidate for public office except as provided in Section 502(h) of the Internal Revenue Code of 1986.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of this corporation, the remaining assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for religious purposes which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and which have established their tax-exempt status under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

Dated: October 7,1995

John M. Kemp
Incorporator

EXHIBIT 4

Exhibit Filed Under Seal

EXHIBIT 5

1932090

State of California
SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR - 7 1995

Bill Jones

Secretary of State

1932090

ARTICLES OF INCORPORATION

ADVENTUS
a California Nonprofit Public Benefit Corporation

ENDORSED - FILED
In the office of the Secretary of State
of the State of California
APR - 6 1995
BILL JONES, Secretary of State

I

The name of this corporation is ADVENTUS.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for charitable purposes.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities 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 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

John M. Kemp, Esq.
c/o Crosby Heafey Roach & May
1999 Harrison Street
Oakland, CA 94612

IV

A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office

except as provided in Section 502(h) of the Internal Revenue Code of 1986.

B. All corporate property is irrevocably dedicated to charitable purposes. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of this corporation, the remaining assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable purposes as selected by the Board of Directors of this corporation which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future California revenue and tax law.

Dated: April 5, 1995

John M. Kemp
Incorporator

EXHIBIT 6

Exhibit Filed Under Seal

EXHIBIT 7

Exhibit Filed Under Seal

EXHIBIT 8

Exhibit Filed Under Seal

EXHIBIT 9

Exhibit Filed Under Seal