REBECCA J. WINTHROP (SBN 116386)
NORTON ROSE FULBRIGHT US LLP
555 South Flower Street, Forty-First Floor
Los Angeles, California 90071
Telephone: (213) 892-9200
Facsimile: (213) 892-9494
rebecca.winthrop@nortonrosefulbright.com

RYAN E. MANNS (*pro hac vice*)
JASON I. BLANCHARD (*pro hac vice forthcoming*)
NORTON ROSE FULBRIGHT US LLP
2200 Ross Avenue, Suite 3600
Dallas, Texas 75201
Telephone: (214) 855-8000
Facsimile: (214) 855-8200
ryan.manns@nortonrosefulbright.com
jason.blanchard@nortonrosefulbright.com

Attorneys for the Oakland Parochial Fund, Inc.

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, THE OAKLAND PAROCHIAL FUND, INC., AND JOHN DOE CHURCHES 1-82, Defendants.	Adv. Proc. No. 24-04051 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, III Place: United States Bankruptcy Court Courtroom 220 1300 Clay Street Oakland, CA 94612

DOCUMENT PREPARED ON RECYCLED PAPER

Case: 24-04051 Doc# 7 Filed: 01/24/25 Entered: 01/24/ 234052325012700000000012

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 Oakland Parochial Fund, Inc. ("OPF"), a defendant in the above-captioned adversary proceeding.

2. I submit this Declaration in support of the OPF's 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 OPF asserts are incorporated by reference in the Complaint.

3. Attached hereto as **Exhibit 1** is a true and correct copy of OPF's Articles of Incorporation.

4. Attached hereto as **Exhibit 2** is a true and correct copy of that certain Investment Account Agreement, made effective as of April 1, 2023, by and between the Roman Catholic Bishop of Oakland, a California corporation sole, and OPF.

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

3669571

ARTICLES OF INCORPORATION

THE OAKLAND PAROCHIAL FUND, INC.

FILED
Secretary of State
State of California
APR 23 2014
LCC

I

The name of this corporation is The Oakland Parochial Fund, Inc.

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 of California primarily for religious purposes. This corporation shall conduct its affairs subject to the provisions of the Nonprofit Religious Corporation Law and the rules, regulations, laws and disciplines of the Roman Catholic Church, as such are now in effect or may at any time be amended or modified.

B. The general and primary purpose of the corporation is to support the religious mission and purposes, and teachings, beliefs and activities, of the Roman Catholic Church within the Roman Catholic Diocese of Oakland, California ("Diocese"), comprising the counties of Alameda and Contra Costa, California and is formed, and shall be operated, supervised or controlled by The Roman Catholic Bishop of Oakland, a California corporation sole ("RCBO"); and (i) to engage in any other lawful activities that are incidental or reasonably necessary to fulfill any of the foregoing religious purposes; and (ii) to have and exercise all the rights and powers conferred by the Nonprofit Corporation Law of the State of California upon religious nonprofit corporations.

III

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 (the "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: (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 Section 170(c)(2) of the Code.

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 Code, 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 Code.

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.

V

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors designated and serving pursuant to the Bylaws of the corporation, provided that action by the board of directors on the following matters shall be effective only upon the written consent of RCBO: (i) any borrowing for capital or other similar needs; (ii) entering into any transaction outside the ordinary course of the affairs of the corporation; or (iii) any amendment, restatement, repeal or adoption of the Articles of Incorporation or Bylaws of the corporation.

B. The number, qualifications and terms of the Directors of this corporation shall be as determined in the Bylaws.

VI

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 Roman Catholic religious purposes within the Diocese which have established their tax-exempt status under Section 501(c)(3) of the Code, which have established corresponding tax-exempt status under any applicable State tax law.

VII

The initial street and mailing address of this corporation is 2121 Harrison Street, Oakland, California 94612.

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VIII

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

Michael P. Canizzaro
Diocese of Oakland
2121 Harrison Street
Oakland, CA 94612

Dated: 4/1, 2014

Michael P. Canizzaro
Incorporator

I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 29 2014

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

EXHIBIT 2

Exhibit Filed Under Seal