

STATE OF MISSOURI )  
 ) SS  
CITY OF ST. LOUIS )

**MISSOURI CIRCUIT COURT  
TWENTY-SECOND JUDICIAL CIRCUIT  
(City of St. Louis)**

BERNICE KRAUZE, STANLEY )  
ROZANSKI, ROBERT ZABIELSKI, )  
EUGENE BRZYSKI, EDWARD )  
FLOREK, JOSEPH SKUDRZYK, )  
ARCHISHOP ROBERT J. CARLSON, )  
and THE ARCHDIOCESE OF ST. )  
LOUIS, )

Plaintiffs, )

vs. )

POLISH ROMAN CATHOLIC ST. )  
STANISLAUS PARISH, )

Defendant/  
Counterclaim Plaintiff/  
Third-Party Plaintiff, )

and )

JOHN BARAS, WILLIAM )  
BIALCZAK, MAREK BOZEK, )  
RICHARD LAPINSKI, JANICE )  
MERZWEILER, STANLEY NOVAK, )  
and JOSEPH RUDAWSKI, )

Defendants/  
Counterclaim Plaintiffs. )

Cause No.0822-CC07847

Division No. 11

**FINDINGS OF FACT, CONCLUSIONS OF LAW AND JUDGMENT**

**Summary**

This case was tried by the Court, without a jury, on Counts I through VIII of Plaintiffs' Second Amended Petition, on Counts I through IV of the Third Amended Counterclaim of Defendant St. Stanislaus Corporation and on the Counterclaim of the seven individually named Defendants. Defendant St. Stanislaus Corporation had previously dismissed Counts V through XII of its

Third Amended Counterclaim, and all parties dismissed all claims for attorney fees.

Plaintiffs are the Archdiocese of St. Louis, the current Archbishop of the Archdiocese and six former parishioners of St. Stanislaus Parish, including several who previously served as directors of the board of the St. Stanislaus Parish Corporation.<sup>1</sup>

The principal Defendant is the St. Stanislaus Parish Corporation. Also named as Defendants are seven individuals sued in their capacity as directors and officers of the St. Stanislaus Parish Corporation board. Six of those individual Defendants were parishioners of St. Stanislaus Parish. The seventh is a priest (now stripped of that title by the Catholic Church) who was recruited and hired by the board of the St. Stanislaus Parish Corporation.

In their Second Amended Petition, Plaintiffs seek the following: In Counts I and II, a judgment declaring that the St. Stanislaus Parish Corporation's 2001 and 2004 bylaws, as well as its 2008 proposed bylaws, are void because they conflict with the corporation's own charter, articles of agreement, and 1891 bylaws, and a declaration restoring to the corporation its original 1891 bylaws; in Count III, inspection of the Parish Corporation's books and records pursuant to §352.100 RSMo, which governs religious and charitable corporations; in Count IV, an injunction prohibiting amendments to corporate documents and

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<sup>1</sup> The distinction between the Parish and the Parish Corporation is an important one.

misuse of funds or property while the case is pending, and also prohibiting future amendments to corporate documents in a manner similar to the 2001 and 2004 bylaw amendments; in Count V, against only the individual Defendants, a judgment removing the directors and officers of the board of the Parish Corporation for violating their fiduciary duties to the corporation by not following the dictates of the corporate articles, charter and bylaws and by not maintaining a Roman Catholic Church; and in Counts VI, VII and VIII, a judgment declaring that the St. Stanislaus Church property is subject to a charitable trust with the Archbishop as trustee.

In its Third Amended Counterclaim, Defendant St. Stanislaus Parish Corporation seeks the following: In Count I, a judgment declaring that the 2001 and 2004 bylaws are valid, and that the Parish Corporation is forever free of any claims by the Archdiocese, and by any future Archbishops, against the corporation and the St. Stanislaus Church property; in Count II, quiet title to the Church property; in Count III, money damages for conversion of certain personal property items removed from the Church; and in Count IV, return, or replevin, of certain personal property items missing from the Church. The individual Defendants have a single Counterclaim seeking a judgment declaring, first, that they did not act improperly when they amended the corporate bylaws and, second, that the directors and

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officers of the board of the Parish Corporation are forever free of any claims by the Archdiocese and by any future Archbishop.

At the conclusion of two weeks of trial, including testimony from a half dozen church law experts, the parties submitted thousands of pages of exhibits, dozens of deposition transcripts, and several entire books and treatises as well as historical documents and records dating to the nineteenth century. The Court now having considered the record, the testimony, the evidence and exhibits, and the Court now being fully advised in the premises, enters its Findings of Fact, Conclusions of Law, Judgment and Orders as follows:

#### **Findings of Fact**

The Roman Catholic Church is a hierarchical religious organization. The highest ecclesiastical authority within the Church is the Pope. The Roman Curia is the highest ecclesiastical decision-making body of the Church, subject to rights of appeal to the Apostolic Signatura. Within the hierarchy, the local ordinaries, also known as the diocesan bishops, are the next highest ecclesiastical authority.

The Archbishop is the highest authority in the Archdiocese of St. Louis. The Archbishop has ecclesiastical authority to establish a parish and to suppress a parish. He also has authority to reconstitute a suppressed parish. Parish pastors are appointed by the Archbishop.

St. Stanislaus Kostka Parish was created in 1880, and was operated until 1887 by the Franciscans. In 1888, a deed from the

Franciscans conveyed the real estate where the Parish was located to then Archbishop Richard Kenrick "in trust for the Congregation of St. Stanislaus of the City of St. Louis."

In 1891, a new church house was to be erected, at a cost which made it necessary to borrow money, and it was deemed best to form a corporation to take and secure the loan. In 1891, members of the congregation of St. Stanislaus Kostka Parish formed a corporation under Missouri statutory law with the name "Polish Roman Catholic St. Stanislaus Parish." The corporation was, and remains today, a religious, charitable, not-for-profit corporation. The corporation was and is organized and governed under Chapters 352 and 355 RSMo.

Although the corporation was named Polish Roman Catholic St. Stanislaus Parish, it nevertheless was and remains a legal entity organized under Missouri civil law. The congregational parish, which was created by the Franciscans and subject to control entirely by the Archbishop within the hierarchy of the Roman Catholic Church under church law, continued to have a parallel existence with the corporation. Within this Judgment the Court distinguishes the two by reference respectively to the St. Stanislaus Parish Corporation (organized under civil law) as opposed to the St. Stanislaus Parish (organized under church law).<sup>2</sup>

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<sup>2</sup> In many ways, the commingling of issues relating to these two separate entities is the cause of many of the disagreements concerning the corporation's structure.

The Parish Corporation adopted Articles of Agreement on May 2, 1891. The Articles were signed by the church pastor and five parishioners. The Articles have never been amended. The Articles of Agreement of the Polish Roman Catholic St. Stanislaus Parish state as follows:

The undersigned hereby associate themselves for the purpose of forming a religious association and hereby agree upon the following as their

CONSTITUTION.

Article I.

The name of this Association shall be "Polish Roman Catholic St. Stanislaus Parish."

Article II.

The purpose of this association shall be to unite in a church congregation Polish Roman Catholics; to maintain a Polish Roman Catholic Church, to encourage attendance at Roman Catholic religious services; to attend lectures of a religious, scientific, or educational character; also to maintain a parish school.

Article III.

The business meetings of this Association shall take place at the Residence of the Priest of the Polish Roman Catholic St. Stanislaus Church, at such times as may be hereafter determined upon the by-laws to be adopted by said association.

Urban Stanowski, President,	Josef Grabowski,
Jos. Olszewski,	Michal Werozynski,
John Grabowski,	Wladyslaw Pulinski

In 1891, the Corporation also adopted a Charter and Bylaws. The document titled "Charter" is in fact part of the bylaws, and is not the statutory "charter" issued by the Missouri Secretary

of State to an incorporating society or association. The officers and directors of the board who signed the original bylaws also signed the articles.

After the corporation was created, Archbishop Kenrick transferred legal title to the property to the newly-formed Parish Corporation. The 1891 deed provided that the Corporation "as incorporated, is the successor to the rights of the cestui que trust, the Congregation of St. Stanislaus." The deed did not contain a trust provision.

Since 1891, the Parish Corporation has been financially self-sustaining. The new church house was financed and built. As years went by the Parish Corporation acquired adjoining parcels of property. The original church was later renovated, and new construction was financed and accomplished, including a \$2 million Polish Heritage Center.

In 1917 the Code of Canon Law was first promulgated by the Roman Catholic Church. The Canons are the rules, or laws, governing the Catholic Church. A revised edition of the Code was promulgated in 1983.

In 1943, then Archbishop John Glennon requested that changes be made to the St. Stanislaus Parish Corporation structure. In 1954, then Archbishop Joseph Ritter asked that the St. Stanislaus church property be titled in his name. The Corporate board of directors rejected these demands.

On October 8, 1978, the Corporation amended its bylaws to extend its existence from 99 years to perpetuity. The board and

church members approved the amendment. On April 12, 1989, the Corporation amended its bylaws to require that a minimum amount remain in its endowment, known as the "restoration and repair fund." The board unanimously approved the amendment. The Archbishop and the Archdiocese have not challenged the 1978 or 1989 amendments to the bylaws.

On September 4, 2001, the board adopted new bylaws, replacing the old bylaws in their entirety. On November 6, 2001, the board adopted one additional bylaw amendment. The new bylaws were done at the suggestion of, and with the help of, the pastor assigned to the Parish from the Archdiocese primarily for the purpose of changing the terms of board members to achieve a board more representative of various factions of parishioners. The new bylaws also updated the language and format of the old-fashioned and partly handwritten 1891 bylaws.

In 2003, the Archdiocese was undertaking a broad revision of the legal structure of all parishes in the Archdiocese. On July 7, 2003, then Monsignor (now Bishop) Richard Stika attended a St. Stanislaus board meeting, on behalf of the Archdiocese, to explain to the board that the Parish Corporation would need to give its assets to the Archbishop in order to conform the legal structure of the Parish to that of all the other Archdiocesan parishes. There was discussion at the meeting of excommunication and suppression, and some took the discussion as a threat by Msgr. Stika from the Archdiocese. The Church members voted 299 to 5 to reject Msgr. Stika's demands.

In March 2004, then Archbishop (now Cardinal) Raymond Burke told St. Stanislaus Church members that the 1891 Parish Corporation structure was invalid and unenforceable as it had never complied with Canon law. Archbishop Burke wrote a letter to the Parish, which stated in part:

If the Board of Directors and parishioners refuse to conform the corporate structure of Saint Stanislaus Kostka Parish to the norm of Canon Law, I will have no choice but to declare that Saint Stanislaus is no longer a Roman Catholic Parish.

In response, on April 25, 2004, the Corporation again amended its bylaws. St. Stanislaus Church members approved the 2004 bylaws by a vote of 199 to 17.

In July 2004, Archbishop Burke relocated the Parish of St. Stanislaus to St. John, Apostle and Evangelist Church, and later to St. Agatha Church. In August 2004, Archbishop Burke removed the priest from St. Stanislaus.

On December 15, 2005, Archbishop Burke entered a decree that the board members of St. Stanislaus Parish Corporation were excommunicated.

On December 24, 2005, Father Marek Bozek began officiating mass at St. Stanislaus. He had been recruited and hired by the Corporation's board of directors, and he was excommunicated and laicized by the Roman Catholic Church for accepting the St. Stanislaus position. The Parish of St. Stanislaus was suppressed on December 29, 2005.

This lawsuit was filed in 2008. Robert J. Carlson is now the Archbishop of the Archdiocese of St. Louis. The Parish of

St. Stanislaus has been officially closed since December 29, 2005, according to the experts on Canon law who testified at trial. The Parish Corporation remains in good standing with the Missouri Secretary of State.

## **Conclusions of Law**

### **Church Law v. Civil Law**

There are basically two church property issues presented in this case. The more widely publicized and debated issue is simply who owns the property where the St. Stanislaus Church is located. This is the real estate quiet title issue addressed below. A more complicated issue is who ultimately controls the board of directors, and thus can dictate the governing process, including the bylaws, of the Parish Corporation. Regardless of property ownership, control of the board and its governing process means control of the use, and perhaps disposition, of the Church property.

The foundation of Plaintiffs' arguments for striking the Parish Corporation's 2001 and 2004 bylaw amendments is that the Corporation, when founded in 1891, exercised authority under Missouri civil corporate law to impose upon itself restrictions whereby church law, or Canon law, trumps civil law. Plaintiffs point out that the Corporation's purpose, as stated in its founding articles, includes maintaining a Polish Roman Catholic Church. Also, the original 1891 bylaws recite that bylaw amendments shall not conflict with any rule, regulation or requirement of the Archdiocese.

May a corporation governed by Missouri law, and free under Missouri law to amend its articles and bylaws, choose, in effect, to "amend away" such self-imposed restrictions? Plaintiffs respond "no," and complain that the bylaw amendments conflict

with a long list of Catholic Church Canons (i.e., Archdiocesan rules, regulations or requirements) included in their pleadings and recited and explained as the main point of their trial evidence. Plaintiffs further contend that invoking the Canons necessarily implicates matters of Church discipline, faith, internal organization and ecclesiastical rule, custom and law. As such, they argue, the property disputes presented to the Court are wholly internal church disputes, and this Court must defer in its decision to the highest adjudicatory authority within the Catholic Church structure, which in this case is the Archbishop (speaking for Rome).

The judicial approach to church property disputes has evolved over time. Missouri adhered to [such a] “rule of deference” for much of the previous century. Heartland Presbytery, et al, v. Gashland Presbyterian Church, No. WD73064 (Mo.App. W.D. January 10, 2012), Slip Op. at 5. Following a later series of United States Supreme Court cases on what was constitutionally permissible in church disputes brought to civil court, the Missouri Supreme Court, in Presbytery of Elijah Parish Lovejoy v. Jaeggi, 682 S.W.2d 465 (Mo. banc 1984), adopted a “neutral principles” approach as the sole method for resolution of church-property disputes. Heartland, supra, Slip Op. at 7. Lovejoy instructs this Court to scrutinize the documents pertinent to the church property dispute, including religious documents, in purely secular terms. The Court is to rely on

objective, well-established concepts of civil law familiar to lawyers and judges. Lovejoy, 682 S.W.2d at 473.

This neutral principles approach sounds simple, but of course it is not. In cases such as the present one, where Plaintiffs have pleaded the Canons at length and have made them the focus of their trial evidence, the Court cannot ignore the Canons even while applying civil corporate, trust or real estate law. The United States Supreme Court, in a notable understatement, acknowledged that there would be "occasional problems in application" of the neutral principles approach to church property disputes. Jones v. Wolf, 443 U.S. 595, 604 (1979). Even in Lovejoy, after announcing that the Presbyterian Church property dispute at issue in that case would be decided under neutral principles of civil law, the Missouri Supreme Court went on to quote ten sections from the Presbyterian National Church's Book of Order (analogous to the Code of Canon Law here).

The Court in this Judgment does not intend an exegesis of the Canons relied upon by Plaintiffs. The Court is also mindful that Lovejoy preserves the doctrine of deference to ecclesiastical authority in the resolution of wholly religious controversies and doctrinal issues. Lovejoy, 682 S.W.2d at 473. No church doctrine, however, can belie the fact that those who bring a lawsuit to resolve a church dispute seek to avail themselves of the coercive powers of the civil court system. And the civil court system has its own civil law rules, even if there are occasional problems in application.

### **St. Stanislaus Corporation's Bylaws**

Plaintiffs have not directly challenged the procedure by which Defendants amended the bylaws. They challenge instead the Defendants' authority to amend and the substance of the amendments.

"No one has a right to presume that by-laws will remain unchanged. Associations and corporations have a right to change their by-laws when the welfare of the corporation or association requires it, and it is not forbidden by the organic law. The power which enacts may alter or repeal." Boyles v. Roberts, 222 Mo. 613, 773 (Mo. 1909). The duly chosen and authorized representatives of the members alone are vested with the power of determining when a change is demanded, and with their discretion courts cannot interfere. Id.

To justify interference by the courts, and warrant the overthrow of bylaws enacted in the mode prescribed by the bylaws, it must be shown that there was an abuse of power, or that the later bylaw is unreasonable. It is not enough to show that a better or wiser course might have been pursued, for it must be shown that there was an abuse of discretion, or that the bylaw is so unreasonable as to be void. Id. at 774.

Section 355.116 RSMo provides that "The incorporators or board of directors of a corporation shall adopt bylaws for the corporation. The bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation." A bylaw

provision that is inconsistent with the articles of incorporation is void. Boatmen's First Nat. Bank of West Plains v. Southern Missouri Dist. Council of the Assemblies of God, 806 S.W.2d 706, 713 (Mo.App. S.D. 1991).<sup>3</sup>

Purpose clauses, whether contained in a statute or in a corporation's articles of incorporation, refer to the general objects or aims sought to be attained by the corporation and state the general scope and nature of the corporation's business. 1A FLETCHER CYCLOPEDIA CORPORATIONS § 91 (1993). The court cannot ignore an express purpose of the articles of agreement or incorporation. Burnett v. Barnes, 546 S.W.2d 744, 748 (Mo.App. 1977).

The "express purpose" of the St. Stanislaus Articles of Agreement is "to unite in a church congregation Polish Roman Catholics; to maintain a Polish Roman Catholic Church, to encourage attendance at Roman Catholic religious services; to attend lectures of a religious, scientific, or educational character; also to maintain a parish school." Plaintiffs argue

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<sup>3</sup> Plaintiffs also argue that a bylaw is void if it conflicts with the corporate Charter, citing §352.110.2 RSMo, which states as follows: "Provision may also be made in such bylaws for the removal of officers for cause, and for the expulsion of members guilty of any offense which affects the interests or good government of the corporation, or is indictable by the laws of the land; provided, always, that such bylaws shall be conformable to the charter of such corporation, and shall not impair or limit any provision thereof or enlarge its scope, and shall not be contrary to the provisions of the constitution or laws of this state." The Court has reviewed the cited provision and finds that "such bylaws" appears to refer only to "bylaws for the removal of officers for cause, and for the expulsion of members," and has no general application to the bylaws at issue here. Also, the parties agree that the document called the "Charter" is actually part of the original bylaws, as opposed to a "charter of incorporation" as issued by the Secretary of State under §352.060.3 RSMo.

that the 2001 and 2004 Bylaws conflict with the express purpose of "maintain[ing] a Polish Roman Catholic Church."

A corporation enjoys reasonable discretion regarding the manner and means for attaining its stated purpose, and a court will not interfere with a fair and reasonable exercise of discretion unless there is such a substantial departure from the dominant purpose of the corporation as to amount to perversion. Ranken-Jordan Home for Convalescent Crippled Children v. Drury College, 449 S.W.2d 161, 166 (Mo. 1970).

Plaintiffs argue that Defendants are in fact not maintaining a Catholic Church under Canon law and therefore the Corporation is violating its own articles of agreement. The civil courts, however, exercise no subject matter jurisdiction over matters which are "strictly and purely ecclesiastical in . . . character," including those concerning "theological controversy, church discipline, ecclesiastical government, or the conformity of the members of the church to the standard of morals required of them." Serbian E. Orthodox Diocese v. Milivojevich, 426 U.S. 696, 713-714 (1976). Whether or not Defendants are adhering to the standards required by the Catholic Church is clearly a theological controversy.

Plaintiffs have presented their own experts in Canon law who have concluded that Defendants are not maintaining a Catholic Church. This theological conclusion cannot be reversed by this Court, and this Court cannot require that the Archdiocese lift the suppression on the St. Stanislaus Parish, reopen the Parish,

reassign a priest to the Parish, undo the excommunications of its members, or accept or declare St. Stanislaus as adhering to the standards of the Catholic Church.

Plaintiffs also rely greatly in their case upon a Decree from the Congregatio Pro Clericis (the "Congregation of the Clergy," a Vatican tribunal) dated November 11, 2004, which they allege proclaims that, by amending its bylaws, St. Stanislaus Parish Corporation is no longer "maintaining a Catholic Church."<sup>4</sup> Again, however, the question before this Court is not whether the Parish Corporation is in fact maintaining a Catholic Church (which of course is a non-justiciable theological question), but whether the 2001 and 2004 bylaws are in direct conflict with the purpose of the corporation as stated in the articles of agreement.

To the extent that a bylaw "is in direct conflict with the plain meaning of an express provision of the articles of incorporation," the language of the articles must prevail. Murphy v. Richardson Dry Goods Co., 326 Mo. 1, 8-9, 31 S.W.2d 72, 75 (Mo. 1930). Therefore, the Court must decide whether there is a mandatory directive in the articles with which the bylaws must

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<sup>4</sup> The Decree, in fact, appears not to be a decision regarding whether the bylaws are valid. It was a "recourse," or appeal, of a March 19, 2004, Letter From Archbishop Raymond Burke, "insist[ing] that Saint Stanislaus Kostka Parish comply with the norm of Church law, as does every other parish in the Archdiocese, in what pertains to its structure." Burke demanded that the board take very specific steps under its 2001 bylaws to have the corporation surrender ownership of the church property. The Congregation of the Clergy rejected the recourse, finding that a corporate board did not have the juridic personality to bring such an appeal. Burke's escalating conflict with the board and the parish was about obedience, not bylaws.

comply. Missouri State Teachers Asso. v. St. Louis Suburban Teachers Asso., 622 S.W.2d 745, 749 (Mo.App. E.D. 1981).

To so interpret the corporate documents, the court is to follow the same rules which govern the interpretation of statutes and contracts. Initially, we look to the language. If the meaning of the word is not plain, we consider the "legislative history" and surrounding circumstances. Missouri State Teachers Asso. v. St. Louis Suburban Teachers Asso., 622 S.W.2d 745, 749 (Mo.App. E.D. 1981). Applying these rules, the 2001 and 2004 Bylaws do not expressly contradict the "purpose" of maintaining a Roman Catholic Church.

### **The 2001 Bylaws**

Plaintiffs cite the following five areas in which they claim that the 2001 bylaws conflict with the articles.

1. "The 2001 Bylaws did not provide that the pastor is subject to removal by the Archbishop."

Canon 515 states that "A parish is a certain community of the Christian faithful stably constituted in a particular church, whose pastoral care is entrusted to a pastor (*parochus*) as its proper pastor (*pastor*) under the authority of the diocesan bishop." Canon 523 provides that "the provision of the office of pastor belongs to the diocesan bishop." However, a careful reading of the 2001 bylaws reveals that the bylaws do not violate these Canons. Article III, §6 of the 2001 bylaws

provides that "The Board may remove a Director from office anytime during his or her term with a good cause and only by a vote in favor of removal by all the members of the Board except the Board member who is the subject of the vote. *This section does not apply to the Pastor of the Parish who is appointed by the Archbishop of the City of St. Louis and who cannot be removed as Pastor by a vote of the Directors.*" The bylaws do not conflict with the requirement that the Archbishop may remove the pastor.

2. "The 2001 Bylaws did not grant the Archbishop the authority to resolve any dispute among the members of the board of directors."

Plaintiffs cite no canon that expressly states this requirement, but reason that if the Archbishop does not have the power to resolve disputes, then the Pastor could be outvoted by the board and would not have the authority over the parish which the Church bestows upon him. Article III, Section 1 of the 2001 bylaws states that "The corporate powers of the Corporation shall, under the laws of the State of Missouri, be exercised in conformity with the principles and discipline of the Roman Catholic Church and in accordance with such rules and regulations as may be established from time to time for the government of said church by the Archdiocese of St. Louis." Nothing in the bylaws provides for another method of dispute resolution or prohibits the Archbishop from resolving disputes. Plaintiffs have not shown that the bylaws violate this alleged rule.

3. "The 2001 Bylaws did not provide that directors be appointed by the Archbishop."

Article III, section 2 states in part that "The Directors of the Corporation shall be selected by the Board and submitted to the Archbishop of the Roman Catholic Diocese of St. Louis for the Archbishop's acceptance and confirmation as a Director."

No rule having been cited to the Court that expressly mandates the appointment of directors by the Archbishop, the Court finds that the Archbishop's "acceptance and confirmation" of directors is sufficient to give the Archbishop proper authority over the parish.

4. "The 2001 Bylaws did not require the pastor to countersign checks."

Canon 532 provides that "In all juridic affairs the pastor represents the parish according to the norm of law. He is to take care that the goods of the parish are administered according to the norm of cann. 1281-1288." If such or other canon requires that the Pastor countersign checks, the Court finds that the 2001 bylaws do not prohibit it. Article IV, section 7 states in pertinent part that "The Pastor shall not be prevented from or hindered in the performance of his priestly duties by the Board or by any Member."

5. "The 2001 Bylaws did not require that any Bylaw amendments be consistent with any rule, regulation or requirement of the Archdiocese of St. Louis."

To the contrary, Article III, Section 1 of the 2001 bylaws states that "The corporate powers of the Corporation shall, under the laws of the State of Missouri, be exercised in conformity with the principles and discipline of the Roman Catholic Church and in accordance with such rules and regulations as may be established from time to time for the government of said church by the Archdiocese of St. Louis."

For the reasons stated above, the Court finds that the 2001 bylaws do not directly and expressly conflict with the articles of agreement.

#### **The 2004 Bylaws**

Plaintiffs cite the following nine areas in which they claim that the 2004 bylaws conflict with the articles.

1. "The 2004 Bylaws do not require that the pastor be appointed by the Archbishop."

Canon 523 provides that "the provision of the office of pastor belongs to the diocesan bishop." Article IV, section 8 of the 2004 bylaws provides that "The Pastor of the Parish shall be appointed and assigned to the Parish by a competent ecclesiastical authority. The Pastor shall have custody of all articles used by him in and about the performance of Divine Service in the Church in accordance with the laws, rules and regulations of the Roman Catholic Church and a competent ecclesiastical authority." The use of the term "competent ecclesiastical authority" does not foreclose appointment of the

pastor by the Archbishop. The Court therefore finds no direct conflict.

2. "The 2004 Bylaws do not provide that the pastor is subject to removal by the Archbishop."

Article III, section 6 of the 2004 bylaws provides that "The board may remove a Director from office anytime during his or her term with a good cause and only by a majority vote in favor of removal by all the members of the Board except the Board member who is the subject of the vote. *This section does not apply to the Pastor of the Parish who is appointed by a competent ecclesiastical authority and who cannot be removed as Pastor by a vote of the Directors.*" Again, the term "competent ecclesiastical authority" does not exclude the Archbishop. The bylaws do not conflict with the requirement that the Archbishop may remove the pastor.

3. "The 2004 Bylaws did not grant the Archbishop the authority to resolve any dispute among the members of the board of directors."

Article III, section 1 of the 2004 bylaws provides in part that "The corporate powers of the Corporation shall, under the laws of the State of Missouri, be exercised in conformity with the principles and discipline of the Roman Catholic Church and meet the intent of such rules, and regulations as may be established from time to time for the moral and spiritual governance of said church by the competent ecclesiastical authority." Nothing in the bylaws provides for another method of

dispute resolution or prohibits the Archbishop from resolving disputes. Plaintiffs have not shown that the bylaws violate this rule.

4. "The 2004 Bylaws do not provide that directors be appointed by the Archbishop."

Article III, section 2 of the 2004 bylaws provides that directors be elected by the members. Plaintiffs argue that because the corporation has governance authority within the parish, the Archbishop needs to be assured that the directors are willing to work in harmony with the pastor. The authority of the Archbishop to appoint directors is therefore necessary for the Archbishop to exercise his proper authority over the parish, citing Canons 525 and 519. Canon 525 deals with "when a see is vacant or impeded" and does not seem to apply here. Canon 519 states that "The pastor (*parochus*) is the proper pastor (*pastor*) of the parish entrusted to him, exercising the pastoral care of the community committed to him under the authority of the diocesan bishop in whose ministry of Christ he has been called to share, so that for that same community he carries out the functions of teaching, sanctifying, and governing, also with the cooperation of other presbyters or deacons and with the assistance of lay members of the Christian faithful, according to the norm of law." This expressly permits "assistance of lay members" in governance. Plaintiffs have not shown that appointment by the Archbishop of corporate directors is a

requirement to conform to the purpose as described in the articles.

5. "The 2004 Bylaws do require the corporate powers to be exercised in conformity with the principles and discipline of the Roman Catholic Church; however, they also add a statement that the exercise of the corporate powers shall meet the intent of such rules and regulations as may be established from time to time for the moral and spiritual governance of said church by the competent ecclesiastical authority."

Plaintiffs argue that the additional quoted "meets the intent" language "leaves open the possibility of the operation of the Parish in a manner not consistent with the requirements of Canon Law." The possibility of inconsistency is not a direct conflict with the articles as required by Missouri law in order to invalidate a bylaw.

6. "The 2004 Bylaws do not require that the powers of the Corporation be exercised in accordance with such rules and regulations as may be established from time to time for the governance of the Roman Catholic Church by the Archbishop of St. Louis."

Article III, section 1 of the 2004 bylaws provides that "The corporate powers of the Corporation shall, under the laws of the State of Missouri, be exercised in conformity with the principles and discipline of the Roman Catholic Church and meet the intent of such rules, and regulations as may be established from time to

time for the moral and spiritual governance of said church by the competent ecclesiastical authority." The Court finds that there is no direct conflict between the language of the bylaws and the language Plaintiffs allege is required.

7. "The 2004 Bylaws do not require that any amendments be consistent with any rule, regulation or requirement established from time to time for the government of said church by the Archbishop of St. Louis."

Article III, section 1 of the 2004 bylaws provides that "The corporate powers of the Corporation shall, under the laws of the State of Missouri, be exercised in conformity with the principles and discipline of the Roman Catholic Church and meet the intent of such rules, and regulations as may be established from time to time for the moral and spiritual governance of said church by the competent ecclesiastical authority." The Court finds that there is no direct conflict between the language of the bylaws and the language Plaintiffs allege is required.

8. "The 2004 Bylaws do not require the pastor to countersign checks."

Canon 532 provides that "In all juridic affairs the pastor represents the parish according to the norm of law. He is to take care that the goods of the parish are administered according to the norm of cann. 1281-1288." If such or other canon requires that the Pastor countersign checks, the Court finds that the 2004 Bylaws do not prohibit it. Article IV, section 8 of the 2004 bylaws states in pertinent part that "The Pastor shall not be

prevented from or hindered in the performance of his priestly duties by the Board or by any Member.”

9. “The 2004 Bylaws do not provide that any assets transfer to the Archbishop on dissolution.”

Article VII, section 3 provides that upon dissolution and after payment of all debts “any property remaining to be distributed shall be transferred to a Roman Catholic religious organization with an orientation of assisting people or organizations promoting the Polish language, traditions and heritage chosen by the Board of Directors and approved by a majority of the Members before such merger or dissolution.” This dissolution clause is not inconsistent with the Corporation’s stated purpose “to unite in a church congregation Polish Roman Catholics; to maintain a Polish Roman Catholic Church, to encourage attendance at Roman Catholic religious services; to attend lectures of a religious, scientific, or educational character; also to maintain a parish school.”

Plaintiffs argue that under Canon Law, in the case of a dissolved corporation, the property must be applied by the Archbishop to one or more other parishes which serve the former parishioners of the closed parish, citing Canons 120 to 122. Those canons provide as follows:

Can. 120 §1. A juridic person is perpetual by its nature; nevertheless, it is extinguished if it is legitimately suppressed by competent authority or has ceased to act for a hundred years. A private juridic person, furthermore, is extinguished if the association is dissolved according to the norm of its statutes or if, in the judgment of competent authority, the

foundation has ceased to exist according to the norm of its statutes.

§2. If even one of the members of a collegial juridic person survives, and the aggregate of persons (*universitas personarum*) has not ceased to exist according to its statutes, that member has the exercise of all the rights of the aggregate (*universitas*).

Can. 121 If aggregates of persons (*universitates personarum*) or of things (*universitates rerum*), which are public juridic persons, are so joined that from them one aggregate (*universitas*) is constituted which also possesses juridic personality, this new juridic person obtains the goods and patrimonial rights proper to the prior ones and assumes the obligations with which they were burdened. With regard to the allocation of goods in particular and to the fulfillment of obligations, however, the intention of the founders and donors as well as acquired rights must be respected.

Can. 122 If an aggregate (*universitas*) which possesses public juridic personality is so divided either that a part of it is united with another juridic person or that a distinct public juridic person is erected from the separated part, the ecclesiastical authority competent to make the division, having observed before all else the intention of the founders and donors, the acquired rights, and the approved statutes, must take care personally or through an executor:

1. that common, divisible, patrimonial goods and rights as well as debts and other obligations are divided among the juridic persons concerned, with due proportion in equity and justice, after all the circumstances and needs of each have been taken into account;
2. that the use and usufruct of common goods which are not divisible accrue to each juridic person and that the obligations proper to them are imposed upon each, in due proportion determined in equity and justice.

These Canons, by their plain language, apply to property held by "juridic persons." The property at issue here is not held by a "juridic person." See, Decree of Congregatio Pro Clericis dated November 11, 2004 finding that a civil corporation

lacks “juridic personality,” and John P. Beal, It’s Déjà vu All Over Again: Lay Trusteeism Rides Again, The Jurist 68 (2008) at 560 (“the property was alienated from the Archdiocese and passed to the civil corporation and thereby it ceased to be “church property” since it was no longer owned by a canonical moral person.”) Plaintiffs have not shown that a reversion to the Archbishop upon dissolution is a requirement for the property at issue.

For the reasons stated above, the Court finds that the 2004 bylaws do not directly and expressly conflict with the articles of agreement.

#### **The 2008 Proposed Bylaws**

The bylaw amendments that were proposed in 2008 by the board of directors of the Parish Corporation were withdrawn by agreement of the parties, shortly after this case was filed, when the parties settled Plaintiffs’ request for a temporary restraining order. The issue is therefore moot.

#### **Declaratory Judgment Standard**

Both sides seek broad declaratory relief. Plaintiffs seek to strike the Parish Corporation’s bylaw amendments by relying, at least in part, on principles of church, or Canon, law. Defendants seek freedom from restraint of the Catholic Church and the Archdiocese despite reference to both in their own corporate documents governed by civil law. It is key to this case that Plaintiffs say they are not seeking dissolution of the Parish Corporation. Equally important is that Defendants say they are

not seeking disaffiliation from the Catholic Church. It would not, however, be inaccurate to say that in 1891 the predecessors of today's litigants struck a tacit bargain that, in regard to St. Stanislaus, the Archdiocese would not overreach into civil corporate matters and the Parish Corporation would leave religious matters to the Archbishop. Since neither side anticipated that the other would ever break that deal, both sides now seek to have the Court enter a judgment declaring that the other side has breached.

The Court has broad discretion in administration of the Declaratory Judgment Act, § 527.010, *et seq.*, Preferred Physicians Mutual Management Group v. Preferred Physicians Mutual Risk Retention Group, 916 S.W.2d 821, 824 (Mo.App. W.D. 1995). "In order to maintain a declaratory judgment action, a party must meet four requirements." City of Sullivan v. Truckstop Rests., Inc., 142 S.W.3d 181, 193 (Mo. App. E.D. 2004) citing Grewell v. State Farm Mutual Auto Insurance Co., Inc., 102 S.W.3d 33, 36 (Mo. banc 2003). "First, the party must show that a justiciable controversy exists that presents a real, substantial, presently existing controversy as to which specific relief is sought." 142 S.W.3d at 193. "The party must also demonstrate a legally protected interest directly at issue and subject to immediate or prospective consequential relief." Id. "Third, the question presented by the party has to be ripe for judicial determination." Id. "Fourth, the party must also show that he or she does not have an adequate remedy at law." Id.

Moreover, in order to be sufficient, a declaratory judgment should ordinarily make a "full and complete" declaration of the respective rights and liabilities of the parties. See generally, Schnake, Missouri Practice: Civil Rules Practice, vol. 17A, § 87.08-1 (1999). Finally, the purpose of declaratory judgment is to afford relief from uncertainty and insecurity, and to reduce multiplicity of litigation. Meekins v. St. John's Regional Health Center, Inc., 149 S.W.3d 525, 530 (Mo.App. S.D. 2004).

After analysis of the articles, the charter, the bylaws and Canon law, ultimately it is clear that a declaratory judgment in Plaintiffs' favor would not finally resolve issues with St. Stanislaus Corporation. Granting Plaintiffs' request would not afford relief from uncertainty and insecurity, and would likely not reduce litigation between the parties.

Plaintiffs seek a judgment striking the Corporation's 2001 and 2004 bylaws and reinstating the Corporation's original 1891 bylaws. Yet the immediately previous Archbishop (now Cardinal) Burke decreed that the 1891 bylaws and corporate property structure had been invalid under Canon law from the beginning. In the 1940's then Archbishop Glennon, and in the 1950's then Archbishop Ritter, had requested (or demanded) changes in the St. Stanislaus Corporate structure. Changes were not made, but differences between the Archbishops and the Parish Corporation were left unresolved.

The Archdiocese has already removed its priests from St. Stanislaus Church and excommunicated the Parish Corporation board

members. The Parish was first moved to different locations and was then suppressed. The Parish of St. Stanislaus is closed. Some of the former parishioners have moved on, some have declined to do so. Current Archbishop Carlson testified that it is his intent to reestablish a parish at St. Stanislaus Church if Plaintiffs prevail in this lawsuit. He acknowledged, however, that under Canon law he could change his mind on the day the Court handed down its judgment. He further acknowledged that, no matter what he did, his successors as Archbishop could reverse course again at any time.

All of this demonstrates that there is no relief that this Court can grant under Plaintiffs' petition that meets the standard required for the declaratory relief requested.

The same logic applies to the counterclaims for declaratory judgment filed by Defendants, who seek a ruling that they are "free from interference" by Plaintiffs, that Plaintiffs be enjoined from any actions to "hinder" or "impede" Defendants and recognizing that the individual Defendants have "acted in the best interests of St. Stanislaus and its members."<sup>5</sup> As a religious and charitable not-for-profit Missouri corporation (and as directors and officers of the board of the corporation), Defendants have all the legal rights and protections afforded them under Chapters 352 and 355 RSMo. They have legal property

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<sup>5</sup> Many of Defendants' requests for declaratory relief are duplicative of their requests for other legal or equitable relief.

rights. They may or may not exercise their legal rights in cooperation with Plaintiffs.

In any event, there is no relief that this Court can grant under Defendants' counterclaims that meets the standard required for the declaratory relief requested.

### **Trust/Quiet Title**

Plaintiffs ask this Court to recognize or impose a trust upon the original parcel of real estate where St. Stanislaus Church is located, and to recognize or name the Archbishop as trustee of the church property. Defendant St. Stanislaus Parish Corporation asks in return that this Court quiet title to the same property solely in the Parish Corporation.

Recognition of the creation of a charitable trust is today governed by the Uniform Trust Code, §§ 456.4-401 et seq. RSMo. Once created, a trust is terminated if legal title is transferred to the trust's beneficiary, effectively merging legal and equitable title. In re Thomas L. Harris Trust, 204 S.W.3d 267, 272 (Mo.App. S.D.2006).

A suit to quiet title is a special statutory action, authorized by Section 527.150 RSMo, and it is the appropriate means to determine the respective estates, titles and interests of two or more parties who have competing claims of interest in some particular parcel of land. See Robson v. Diem, 317 S.W.3d 706, 712 (Mo.App. W.D. 2010). A party is not required to show good title against the whole world, but rather only to show that his title is superior to that of the other party. Gaskill v.

Cook, 315 S.W.2d 747, 754 (Mo. 1958); Weber v. Johannes, 673 S.W.2d 454, 460 (Mo.App. S.D. 1984).

Where title to property is held in the "local church," the Court must inquire as to whether there is any basis for a trust in favor of the "general church," or, as here, the Archdiocese. Jones v. Wolf, 443 U.S. 595, 610. The Court's investigation is to be "completely secular," relying exclusively on objective, well-established concepts of trust and property law familiar to lawyers and judges. Id.

At the origins of St. Stanislaus, its church and other properties were owned by "ecclesiastical moral persons," first the Franciscan province and later the Archdiocese, and were, therefore "church property." See, John P. Beal, It's Déjà vu All Over Again: Lay Trusteeism Rides Again, The Jurist 68 (2008)497-568 at 559. In 1891, however, then Archbishop Kenrick conveyed title to the property to the Polish Roman Catholic Saint Stanislaus Parish. Id. By this conveyance, the property was alienated from the Archdiocese and passed to the civil corporation and thereby it ceased to be "church property" since it was no longer owned by a canonical moral person. Id.

Title searches run on the property since 1891 do not reveal the existence of a trust. Until the filing of the petition in this lawsuit the property has always been treated by Plaintiffs and Defendants, and their predecessors, and by all other persons and entities, as owned solely by Defendant St. Stanislaus Parish Corporation. No real estate, corporate, tax, government,

financial, Archdiocesan, Parish or other documents or evidence of any kind have been presented to support the existence of a trust. To the contrary, all of those documents in existence support sole ownership in the corporation.

In the early years of St. Stanislaus Parish a group of parishioners sued the board of directors of the Parish Corporation over disagreements concerning use of the church buildings and the conduct of a parochial school. Their suit was dismissed, and the dismissal was affirmed on appeal in a reported decision in Klix v. Polish Roman Catholic St. Stanislaus Parish, 118 S.W. 1171 (Mo.App. E.D. 1909). In the decision, the Court of Appeals reviewed some history of the founding of St. Stanislaus Church. Careful reading of the decision clarifies that use of the word "trust" in the original property deed from the Franciscans to then Archbishop Kenrick was descriptive only of the intended beneficial use of the property and "[did] not mean that [the property lots] can never be sold or otherwise disposed of in any exigency ...." Klix, 118 S.W. at 1173. "As happened," according to Klix, title was conveyed by the Archbishop "to an incorporated society," the Parish Corporation. Id. Even under a trust analysis, this vested (or merged) sole title in the corporation.

There is no evidence to support the recognition or imposition of a trust. The evidence supports only quiet title in the corporation. The Archbishop may own the souls of wayward St.

Stanislaus parishioners, but the St. Stanislaus Parish Corporation owns its own property.

### **Directors' Breach of Fiduciary Duties**

Plaintiffs allege that the individual Defendants, as officers and directors, have breached their fiduciary duties to the Parish Corporation by: (1) failing to maintain a Polish Roman Catholic Church;<sup>6</sup> (2) failing to act in compliance with the corporation's governing documents; (3) failing to exercise their power in conformity with the principles and discipline of the Roman Catholic Church; (4) employing a laicized pastor; and (5) failing to exercise their powers in accordance with the rules, regulations and requirements of the Archdiocese.

The first, third, fourth and fifth claims all arise from blurring the distinction between the Parish and the Parish Corporation. Conduct of the Parish involves non-justiciable theological issues solely under the authority of the Archbishop and the Archdiocese, and this Court is without authority to enter

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<sup>6</sup> As noted above, Plaintiffs rely heavily upon the fact that the articles of incorporation include, as a corporate purpose, "to maintain a Polish Roman Catholic Church." Plaintiffs basically assert that it is impossible for Defendants to maintain a Catholic Church without the Archbishop's express approval of the activity conducted at the church. "Maintain," however, could have a more literal, prosaic meaning. Plaintiffs' expert Bishop John Paprocki testified that St. Stanislaus Church was still a Roman Catholic Church, as the Parish had been suppressed but the church building itself had not been relegated to secular use. Plaintiffs' experts testified that, under Canon law, a civil corporation has no authority to erect or dissolve a Catholic parish. The corporation's power and duty, therefore, must have been to maintain the temporal "church," i.e., the church buildings and property. There is no question that Defendants have maintained the church property, including the church building, which Plaintiffs still consider a "Roman Catholic Church." Defendants therefore would be fulfilling any duty to "maintain" a Roman Catholic Church. Maintaining a Catholic Church is, of course, not the only corporate purpose listed in the articles. And under Missouri law the corporation could amend the articles.

a civil judgment regarding theological matters. Serbian E. Orthodox Diocese v. Milivojevich, 426 U.S. 696, 713-714 (1976). As to the second claim, which does involve the Parish Corporation, this Court has entered its findings, conclusions and orders elsewhere in this Judgment regarding the 2001 and 2004 bylaws as governing documents. There is a threshold question, however, as to who may maintain any of these claims.

Missouri law is clear that an officer or director of a corporation has a fiduciary duty to protect the interests of the corporation. Preferred Physicians Mut. Mgmt. Group v. Preferred Physicians Mut. Risk Retention, 918 S.W.2d 805, 810 (Mo.App. W.D. 1996). It is well-established that corporate officers and directors "occupy a fiduciary relation to the corporation and to the stockholders; their position is one of trust and they are bound to act with fidelity and to subordinate their personal interest to the interest of the corporation should there be a conflict." Zakibe v. Zakibe, 28 S.W.3d 373, 382 (Mo.App. E.D. 2000).

The business judgment rule protects the directors and officers of a corporation from liability for intra vires decisions within their authority made in good faith, uninfluenced by any other consideration than the honest belief that the action subserves the best interests of the corporation. Nixon v. Lichtenstein, 959 S.W.2d 854, 858 (Mo.App. E.D. 1997). Evidence in the case clearly shows that the actions of the individual Defendants, as corporate officers or directors, were taken with

the express approval of the vast majority of the members of St. Stanislaus.

The duty of obedience [also] requires a director to avoid committing ultra vires acts. See KSPR Hamilton, Inc. v. Chappell (In re Chappell), 2010 Bankr. LEXIS 799 (Bankr. S.D. Tex. Mar. 11, 2010). An ultra vires act is an act by a corporation that exceeds its stated purposes and statutory powers. McWilliams v. Central States Life Ins. Co., 137 S.W.2d 641, 645 (Mo.App. 1940). Only members, directors or the Attorney General have standing to challenge ultra vires acts of a not-for-profit corporation. Atkins v. Jester, 309 S.W.3d 418, 421 (Mo.App. S.D. 2010). Plaintiffs are neither the Attorney General nor members of the legal entity incorporated under Missouri law and known as "Polish Roman Catholic St. Stanislaus Parish." see Klix v. Polish Roman Catholic St. Stanislaus Parish, 118 S.W. 1171, 1179 (Mo.App. 1909).

Plaintiffs Bernice Krauze, Stanley Rozanski and Robert Zabielski, although not currently serving as board members, still allege that they are directors of the corporation. To whatever extent their allegations might give them procedural standing to challenge ultra vires acts of the corporation, their actions bar them from that challenge. All three voted for the 2004 bylaws. Krauze and Zabielski helped draft the bylaws. Rozanski and Zabielski worked to recruit and hire Marek Bozek, the now laicized priest, to serve at St. Stanislaus.

The doctrine of unclean hands bars a claim for relief where the claimant's conduct is unconscionable, inequitable or the like. It should be "applied when it promotes right and justice by considering all of the facts and circumstances of a particular case." Pony Express Cmty. Bank v. Campbell, 206 S.W.3d 399, 402 (Mo.App. W.D. 2006). Misconduct which will bar an action in equity does not necessarily need to be fraudulent; it is enough that the party seeking relief has been guilty of inequitable conduct in the very matter about which affirmative relief is sought. Hyde Park Amusement Co. v. Mogler, 358 Mo. 336, 343-344 (Mo. 1948). Here, these individual Plaintiffs have committed the same acts which they now claim are a breach of Defendants' fiduciary duties to the corporation. Equity therefore would bar their claims.

### **Inspection of Books and Records**

Defendant St. Stanislaus Parish Corporation is a religious and charitable Missouri corporation governed by Chapter 352 RSMo. Section 352.100 RSMo provides that "Every corporation formed under this chapter shall keep a fair record of all its proceedings, which record shall be open, at all reasonable hours, to the inspection of all its members." Plaintiffs are not "members" of the Chapter 352 Missouri corporation known as "Polish Roman Catholic St. Stanislaus Parish." See Klix v. Polish Roman Catholic St. Stanislaus Parish, 118 S.W. 1171, 1179 (Mo.App. 1909). Therefore, Plaintiffs are not entitled to an inspection of records.

## Conversion/Replevin

Defendant St. Stanislaus Parish Corporation claims that certain personal property items went missing from St. Stanislaus Church when the Archdiocesan priests were reassigned away from the Parish. Some of the items remain unaccounted for. Some are believed to be at other parishes. Defendant counterclaims for damages for conversion of the items and for return, or replevin, of the items.

Conversion is the unauthorized assumption of the right of ownership over another's personal property to the exclusion of the owner's rights. Mackey v. Goslee, 244 S.W.3d 261, 264 (Mo.App. S.D. 2008). Replevin is a possessory action to obtain property that is in another's possession. Lafayette v. Courtney, 189 S.W.3d 207, 210 (Mo.App. W.D. 2006). Both conversion and replevin require proof of the same three elements: (1) the claimant is entitled to possession of the property; (2) the offending party exercised unauthorized control over the property; and (3) the offending party deprived the claimant of right to possession. Id.

Defendant alleges that the personal property items that were misappropriated from St. Stanislaus Church by Plaintiffs include:

- b. Polish song books;
- c. Book stands;
- d. Missals;
- e. File cabinets with Polish song books;
- f. Cruettes;

- g. Mass Altar Missal;
- h. Vestments;
- i. Chalices;
- j. Monstrance;
- k. Candleholders;
- l. Baptism records;
- m. Marriage records; and
- n. Funeral records.

The Court finds, however, that Defendant St. Stanislaus Parish Corporation has not presented sufficient evidence that Plaintiffs have exercised unauthorized control over the personal property at issue.

#### **Judgment**

WHEREFORE, the Court enters Judgment as follows:

On Counts I and II of Plaintiffs' Second Amended Petition (for declaratory judgment relief), Judgment is entered in favor of Defendant Polish Roman Catholic St. Stanislaus Parish.

On Count III of Plaintiffs' Second Amended Petition (for inspection of corporate books and records), Judgment is entered in favor of Defendant Polish Roman Catholic St. Stanislaus Parish.

Count IV of Plaintiffs' Second Amended Petition (for temporary injunctive relief) is now moot. Accordingly, Judgment is now entered on Count IV in favor of Defendant Polish Roman Catholic St. Stanislaus Parish.

On Count V of Plaintiffs' Second Amended Petition (for breach of fiduciary duty against the individual corporate officers and directors), Judgment is entered in favor of Defendants John Baras, William Bialczak, Marek Bozek, Richard Lapinski, Janice Merzweiler, Stanley Novak and Joseph Rudawski.

On Counts VI, VII and VIII of Plaintiffs' Second Amended Petition (for a trust on the church property), Judgment is entered in favor of Defendant Polish Roman Catholic St. Stanislaus Parish.

On Count I of the Third Amended Counterclaim of Defendant Polish Roman Catholic St. Stanislaus Parish (for declaratory judgment relief), Judgment is entered in favor of Plaintiffs/Counterclaim Defendants.

On Count II of the Third Amended Counterclaim of Defendant Polish Roman Catholic St. Stanislaus Parish (to quiet title to the church property), Judgment is entered in favor of said Defendant against Plaintiffs/Counterclaim Defendants. All right, title and interest in the original St. Stanislaus Church property (as set forth in Exhibit A, the legal description of the property, attached to this Judgment and incorporated herein) is vested in fee simple absolute in the Polish Roman Catholic St. Stanislaus Parish, a Missouri corporation, and no right, title or interest in said property is held by Plaintiffs, Bernice Krauze, Stanley Rozanski, Robert Zabielski, Eugene Brzyski, Edward Florek, Joseph Skudrzyk, Archbishop Robert J. Carlson and the Archdiocese of St. Louis.

On Counts III and IV of the Third Amended Counterclaim of Polish Roman Catholic St. Stanislaus Parish (for conversion and replevin), Judgment is entered in favor of Plaintiffs/Counterclaim Defendants.

On the Counterclaim of individual Defendants Baras, Bialczak, Bozek, Lapinski, Merzweiller, Novak and Rudawski (for declaratory judgment relief), Judgment is entered in favor of Plaintiffs/Counterclaim Defendants.

All fact issues herein where no specific finding has been made shall be considered as found in accordance with the result reached.

Any claims, counterclaims, cross-claims, motions or other matters still pending among the parties are hereby ruled in accordance and conformity with this Judgment.

Costs taxed to Plaintiffs.

SO ORDERED:

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BRYAN L. HETTENBACH, Judge

Dated: \_\_\_\_\_

cc: Counsel of record.