



**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

AC1

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

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**RESTATED ARTICLES OF INCORPORATION**

**For use by Domestic Nonprofit Corporations**

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:*

1. The present name of the corporation is:

\_\_\_\_\_

2. The identification number assigned by the Bureau is:

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was: \_\_\_\_\_

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:*

**ARTICLE I**

The name of the corporation is:

**ARTICLE II**

The purpose or purposes for which the corporation is formed are:

ARTICLE III

1. The corporation is formed on a \_\_\_\_\_ basis.  
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that the corporation has authority to issue is \_\_\_\_\_ . If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

b. The corporation is formed on a \_\_\_\_\_ basis.  
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: \_\_\_\_\_

2. The address of the registered office is:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

[Empty box for additional provisions]

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to section 525 of the Act as the corporation is formed on a directorship basis.

were duly adopted by the written consent of the shareholders, members, or their proxies having not less than the minimum number of votes required by statute in accordance with section 407 of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders, members, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Title)

Preparer's Name \_\_\_\_\_

Business Telephone Number ( \_\_\_\_\_ ) \_\_\_\_\_

**INFORMATION AND INSTRUCTIONS**

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.  
  
Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If the restated articles of incorporation change the term of existence to a specific date or restates to become a corporation governed by the business corporation act, 1972 PA 284, or another domestic or foreign business entity, then consent to the restated articles of incorporation or a written statement that the consent is not required must be obtained from the Attorney General's Office and submitted with this document for all nonprofit charitable purpose corporations, unless organized for religious purposes. Contact the Charitable Trust Section, Licensing and Regulation Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 335-7571. Application for the consent should be made at least 120 days before the desired effective date of the restated articles of incorporation. This document cannot be filed unless it is accompanied by either the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)  
Item 5(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.  
Item 5(b): must be signed by an authorized officer or agent.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....**\$10.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs  
Corporations, Securities & Commercial Licensing Bureau  
Corporations Division  
P.O. Box 30054  
Lansing, MI 48909

To submit in person:

2407 N Grand River Ave  
Lansing, MI 48906  
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, MasterCard, American Express, or Discover when delivered in person to our office.

COFS (Corporations Online Filing System):

This document may be completed and submitted online at [www.michigan.gov/corpfilingonline](http://www.michigan.gov/corpfilingonline).

Fees may be paid by VISA, MasterCard, American Express, or Discover.

Documents that are endorsed filed are available at [www.michigan.gov/corpenitysearch](http://www.michigan.gov/corpenitysearch). If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Filings Search website at [www.michigan.gov/corprejectedsearch](http://www.michigan.gov/corprejectedsearch).

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

## **ARTICLE II:**

**The purpose or purposes for which the corporation is formed are:**

- 1.** To receive and administer funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, by sponsoring and encouraging cultural and educational activities in Lowell and surrounding areas, and by making grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and conducting all activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.
  
- 2.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to sponsorship and encouragement of the cultural arts, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
  
- 3.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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.
  
- 4.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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## **ARTICLE V:**

Additional provisions:

- 1. Liability of Directors to the Corporation.** A Director of the Corporation shall not be personally liable to the Corporation, its Shareholders, or its Members, if any, for money damages for any action taken or any failure to take any action as a Director, except for liability for any of the following: A) The amount of a financial benefit received by a Director or Volunteer Officer to which he or she is not entitled. B) Intentional infliction of harm on the Corporation, its Shareholders, or Members. C) A violation of Section 551 of the Michigan Nonprofit Corporation Act, MCL 450.2551. D) An intentional criminal act. E) A liability imposed under Section 497 (A) of the Michigan Nonprofit Corporation Act, MCL 450.2497(A).

**2. Liability to other Persons.** The corporation assumes all liability to any person other than the Corporation, its Shareholders, or its Members, if any, for all acts or omissions of a Volunteer Director occurring incurred in the good faith performance of the Volunteer Director's duties.

**3. Liability of Volunteers.** The Corporation assumes the liability for all acts or omissions of a Volunteer Director, Volunteer Officer, or other Volunteer if all of the following are met: A) The Volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; B) The Volunteer was acting in good faith; C) The Volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; D) The Volunteer's conduct was not an intentional tort; and E) The Volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in §3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being MCL 500.3135, or subsequent amendment. The Corporation shall not be considered to have assumed any liability on behalf of a Director, Officer, Employee, or Volunteer, to the extent such assumption is inconsistent with its status as an organization described in § 501(C)(3) of the code. No amendment or repeal to this article shall apply or have any effect on the liability of alleged liability of any volunteer for any acts or omissions occurring prior to the effective date of the amendment or repeal.

**4. Limitation on Liability Protection.** Notwithstanding this article, to the extent consistent with law, the Corporation Bylaws may contain provisions limiting: the extent to which the Corporation releases Directors and Volunteer Officers from personal liability to the Corporation, its Directors, or its Members; and/or the extent to which the Corporation assumes the liability for acts or omissions of a Volunteer Director, Volunteer Officer, or Other Volunteer. The Corporation shall not be considered to have assumed any liability on behalf of a Director, Officer, Employee, or Volunteer, to the extent such assumption is inconsistent with its status as an organization described in § 501(C)(3) of the code. No amendment or repeal to this article shall apply of have any effect on the liability or alleged liability of any Volunteer for any acts or omissions occurring prior to the effective date of the amendment or repeal.