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MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

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APR 19 2002

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Administrator  
BUREAU OF COMMERCIAL SERVICES

Name

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City

State

Zip Code

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EFFECTIVE DATE:

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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 Articles:

ARTICLE I

The name of the corporation is:

Westland Rotary Charitable Organization

ARTICLE II

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

See attached Article II

ARTICLE III

The corporation is organized upon a nonstock basis.  
(Stock or Nonstock)

1. If organized on a stock basis, the total number of shares which 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 are as follows:

JF

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Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Articles VI, VII, VIII and IX attached hereto.

I, (We), the Incorporator(s) sign my (our) name(s) this 17 day of April 192002.

[Signature]  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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## ARTICLE II

1. The Corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on:

- a) by an organization which is described in Code Section 501(c)(3) and which is exempt from Federal income tax under Code Section 501(a);
- b) by an organization, contributions to which are deductible under Code Section 170(c)(2); or
- c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982, as amended.

3. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

5. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf (or against) any candidate for public office.

6. No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance.

## ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article II hereof. 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 any candidate for public office.

#### ARTICLE VII

1. The Directors of this Corporation shall consist of not less than one (1) nor more than seven (7) persons, as determined from time to time by the Board of Directors. The initial Board of Directors shall be comprised of the following individuals:

Thomas North

SEC.

2. Each member of the initial Board shall serve until the first annual meeting of the Corporation at which time he or she shall cease to be a Director unless otherwise elected as provided herein. Thereafter, the term of office of any member of the Board shall commence upon his or her election by majority vote of all Directors then in office and shall continue until the next annual meeting of the Corporation and thereafter until said Director's successor is chosen or until his or her resignation or removal.

3. Any Director may resign by written notice to the Corporation. Any member of the Board may be removed as a Director at any meeting of the Board, either with or without cause, by the affirmative vote of a majority of the Directors then in office.

4. If a vacancy shall occur among the members of the Board as a result of death, resignation, removal or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A person selected to fill such vacancy shall be a Director until the next annual meeting of the Corporation or until his death or her death, resignation or removal prior to the expiration of such period.

## ARTICLE VIII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

1. The term "Volunteer Director" shall have the same definition as set forth in Section 110(2) of the Act, as the same presently exists or may hereafter be amended.

2. To the fullest extent permitted under Section 209(c) of the Act as the same presently exists or may hereafter be amended, a Volunteer Director of the Corporation shall not be personally liable to the Corporation or its shareholders or members (if any) for monetary damages for breach of the Volunteer Director's fiduciary duty. However, this provision does not eliminate or limit the liability of a Volunteer Director for any of the following:

- a) a breach of the Volunteer Director's duty of loyalty to the Corporation or its shareholders or members (if any);
- b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) a violation of Section 551(1) of the Act;
- d) a transaction from which the Volunteer Director derived an improper personal benefit;

- e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or
- f) an act or omission that is grossly negligent.

Any Volunteer Director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director of the Corporation, its shareholders, or its members to the extent set forth in this Paragraph 2.

3. To the fullest extent permitted under Section 209(d) of the Act, as the same presently exists or may hereafter be amended, the Corporation assumes all liability to any person other than the Corporation, its shareholders, or its members for all acts or omissions of a Volunteer Director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the Volunteer Director's duties as such. A claim for monetary damages for a breach of a Volunteer Director's duty to any person other than the Corporation, its shareholders or its members shall not be brought or maintained against a Volunteer Director; but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the Volunteer Director's duty. Notwithstanding anything to the contrary immediately above, this Paragraph 3 shall apply and have force only if, and as long as, the Corporation is exempt from federal income tax pursuant to Code Section 501(c)(3) or is eligible to be exempt from federal income tax pursuant to Code Section 501(c)(3).

4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director or the Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

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**Department of Licensing and Regulatory Affairs**  
**Lansing, Michigan**

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*Sent by electronic transmission*

Certificate Number: 19074158670

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 12th day of July, 2019.*

*Julia Dale, Director*

*Corporations, Securities & Commercial Licensing Bureau*