

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

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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:

ARTICLE II

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

ARTICLE III

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

2. 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:

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.

The following have been added below:

- Article II (Full Statement): Purpose or purposes for which the corporation is organized
- Article V: Activities not consistent with tax exempt status
- Article VI: Prohibition against political activities
- Article VII: Indemnification of directors & officers
- Article VIII: Limitation of personal liability for volunteer directors
- Article IX: Assumption of liability for acts of volunteers
- Article X: Conflicts in governance documents
- Article XI: Dissolution

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, _____.

ARTICLE II (Full Statement)

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

The Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

To serve the common interests of visitors, friends, former inhabitants and settler descendants of North Manitou Island and South Manitou Island (hereinafter sometimes referred to as "the Islands") being islands located in northern Lake Michigan, a part of Glen Arbor Township in Leelanau County, Michigan, and under the ownership of the U.S. Government and stewardship of the National Park Service as Sleeping Bear Dunes National Lakeshore (hereinafter sometimes referred to as "the Lakeshore") the Corporation will:

1. assist in the collection and preservation of knowledge about the history and cultural traditions of the Islands,
2. develop and distribute quality educational and interpretive materials and programs, and assist the Lakeshore in the delivery of rich visitor experiences on the Islands,
3. participate in the collection and maintenance of records pertaining to burials and gravesites of the original settlers and others interred in cemeteries and farmlands on the Islands,
4. promote the proper ongoing care and maintenance of historic assets on the Islands, including buildings, service facilities, farmsteads, cemeteries and gravesites, and
5. establish and sustain special funds sufficient to accomplishment of these purposes and to the support all expenses incidental thereto.

ARTICLE V

Activities Not Consistent With Tax Exempt Status:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.
2. 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.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

Prohibition against political activities:

The corporation shall not participate in any political campaign for or against any candidate for public office, either directly or indirectly, nor engage in any political activities that would be inconsistent with the requirements for maintaining tax-exempt status under Internal Revenue Code § 501(c)(3) and related regulations, rulings, and procedures.

ARTICLE VII

Indemnification of directors & officers:

The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. Subsequent changes in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws, that reduces the scope of indemnification shall not be interpreted as applying retroactively to actions or omissions that may have occurred prior to such changes.

ARTICLE VIII

Limitation of personal liability for volunteer directors:

A volunteer director or volunteer officer shall not be personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty, except that the liability of a director or officer is not eliminated or limited for:

1. A breach of the director's or officer's duty of loyalty to the corporation or its members;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized distributions or loans;
4. A transaction from which the director or officer derived an improper personal benefit; or
5. An act or omission that is grossly negligent.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director or officer, then a volunteer director or officer of the corporation (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation or its members, as so amended. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, alteration, modification or repeal.

ARTICLE IX

Assumption of liability for acts of volunteers:

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after the formal adoption of these Articles, and incurred in the good faith performance of the volunteer director's duties. Except as provided in the previous sentence, the corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer, if all of the following conditions are met:

6. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
7. The volunteer was acting in good faith;
8. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
9. The volunteer's conduct was not an intentional tort; and
10. 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 by Section 3135 of the Michigan Insurance Code of 1956.

No amendment or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or with respect to any volunteer's acts or omissions that occur before such change.

ARTICLE X

Conflicts in governance documents:

In case of a conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws adopted by the Corporation, the terms and provisions of the Articles shall govern and control.

ARTICLE XI

Dissolution:

The voluntary or involuntary dissolution of the Corporation shall be in accordance with the provisions of Michigan Act 284 of 1972, Chapter 8 (MCLA 450.1800).

After having satisfied all legal obligations of the Corporation, the remaining assets shall be disposed of by distribution to government and/or entities deemed most likely to honor the original purposes of the Society, provided that such organizations qualify for tax-exempt status under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, and qualify under the laws of the State of Michigan to receive distributions from non-profit corporations shall govern and control.

Name of person or organization
remitting fees:

Preparer's name and business
telephone number:

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. 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, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II - The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. Article III - The corporation must be organized on a stock or nonstock basis. Complete Article III(2) or III(3) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value and description must be included. If there is no real and/or personal property, write in "none".
6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If organized on a directorship basis the corporation may have members but they may not vote and corporate action is determined by the Board of Directors.
7. Article IV - A post office box may not be designated as the address of the registered office.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. 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 as an additional article.
10. The Articles must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the Articles of Incorporation on behalf of all of them. In such event, these Articles of Incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.

11. FEES: Make remittance payable to the State of Michigan. Include corporation name on check or money order.

FILING AND FRANCHISE FEE **\$20.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
Bureau of Commercial Services
Corporation Division

P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle Drive
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, political beliefs or disability. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.

New expedited services beginning January 1, 2006.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and MICH-ELF.

24-hour service- \$50 for formation documents and applications for certificate of authority.

24-hour service-\$100 for any document concerning an existing entity.

Same day service

- **Same day- \$100 for formation documents and applications for certificate of authority.**

Same day- \$200 for any document concerning an existing entity

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour- \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour- \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CD-901