

***Michigan Department of Consumer & Industry Services***

***Corrected Filing Endorsement***

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT*

*for*

***MICHIGAN STATEWIDE INDEPENDENT LIVING CORPORATION***

*ID Number: 768356*

*received by facsimile transmission on December 19, 2000 is hereby endorsed*

*Filed on December 19, 2000 by the Administrator.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 6<sup>th</sup> day of August 2003.*

*Andrew S. Metcalfe*  
***Bureau of Commercial Services***

*, Director*

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION AND LAND DEVELOPMENT BUREAU**

Date Received

(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.

Name

Gary L. Hahn, P.C.

Address

709 W. Huron, Suite 200

City

State

Zip Code

Ann Arbor, Michigan 48103

EFFECTIVE DATE

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

**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:

Michigan Statewide Independent Living Corporation

**ARTICLE II**

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

See Attachment

**ARTICLE III**

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

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

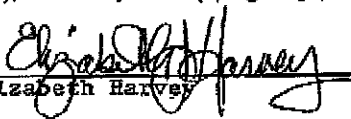
\_\_\_\_\_. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:



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.

- Article VI - See Attachment
- Article VII - See Attachment
- Article VIII - See Attachment
- Article IX - See Attachment
- Article X - See Attachment
- Article XI - See Attachment
- Article XII - See Attachment

I, (We), the incorporator(s) sign my (our) name(s) this 16th day of June, 2000.

  
 \_\_\_\_\_  
 Elizabeth Harvey  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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

Name of person or organization  
remitting fees:

Gary L. Hahn, P.C.

Preparer's name and business  
telephone number:

Gary L. Hahn

(734) 769-9191

### INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be filed 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 Corporation and Land Development 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 optical disk media, 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 Consumer & Industry Services  
Corporation and Land Development Bureau  
Corporation Division  
7150 Harris Drive  
P.O. Box 30054  
Lansing, MI 48909

**To submit in person:**

6546 Mercantile Way  
Lansing, MI  
Telephone: (517) 241-6400

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

To submit electronically: (517) 334-8048 or (517) 334-6800

\*To use this service complete a MICH-ELF application to provide your VISA or Mastercard number. Include your assigned Filer number on your transmission. To obtain an application for a filer number, contact (517) 241-6420 or visit our WEB site at <http://www.cis.state.mi.us/corp/>.

**Attachment to Articles of Incorporation**

for

**Michigan Statewide Independent Living Corporation****(a Michigan Non-profit corporation)****ARTICLE II**

The corporation is organized exclusively for charitable 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 federal tax code. Within these limitations, the specific purposes of the corporation are to provide administrative and fiduciary services to the Michigan Statewide Independent Living Council, an independent state council established by executive Order No. 1994-23 of the Governor of the State of Michigan, pursuant to Title VII of the Rehabilitation Act of 1973, as amended (29 U.S.C. 701 *et. seq.*); to empower individuals with disabilities to maximize employment, economic self sufficiency, independence, inclusion, and integration into society and to develop and support a state-wide network of Centers for Independent Living. Other specific purposes for the corporation shall be to also provide administrative and fiduciary services for other non-profit charitable organizations, and to engage in other charitable activities related to the independent living needs of disabled persons.

**ARTICLE VI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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. 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, 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 VII

Upon the dissolution of the corporation, after paying or providing for payment of all of the liabilities of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of § 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. Any such assets not so disposed of shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively for such purposes, or to such other organization or organizations as said court shall determine to be organized and operated exclusively for such purposes.

## ARTICLE VIII

When a compromise or arrangement or plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders, members, or any class of them, a court of equity jurisdiction within this state, on application of this corporation or of a creditor, shareholder, or member of the corporation, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or members or class of shareholders or members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing  $3/4$  in value of the creditors or class of creditors, or of the shareholders or members or class of shareholders or members to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or members or class of shareholders or members and also on this corporation.

## ARTICLE IX

All terminology used in these Articles of Incorporation shall have the same meaning as it has under the Non-Profit Corporation Act in effect in the State of Michigan, being MCLA sections 450.2101 *et seq.*, or a corresponding section of any future statute of the State of Michigan.

## ARTICLE X

No member of the Board of Directors of the corporation who is a volunteer director, and no volunteer officer shall be personally liable to the corporation, its shareholders, or its members for monetary damages for a breach of that volunteer director's or volunteer officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of said volunteer director or volunteer officer for any of the following:

- (1) A breach of that director's or officer's duty of loyalty to the corporation, its shareholders, 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 MCLA 450.2551(1);
- (4) A transaction in which the director or officer derived an improper personal benefit;
- (5) An act or omission occurring prior to the effective date of this Article; or
- (6) An act or omission that is grossly negligent.

No amendment or repeal of the Article X shall apply to or have any effect upon the liability of any volunteer Director of the corporation for, or with respect to, any acts or omissions of such volunteer Director occurring prior to the effective date of such amendment or repeal.

#### ARTICLE XI

Except as otherwise provided in this Article, the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring after the effective date of this Article if all of the following are met:

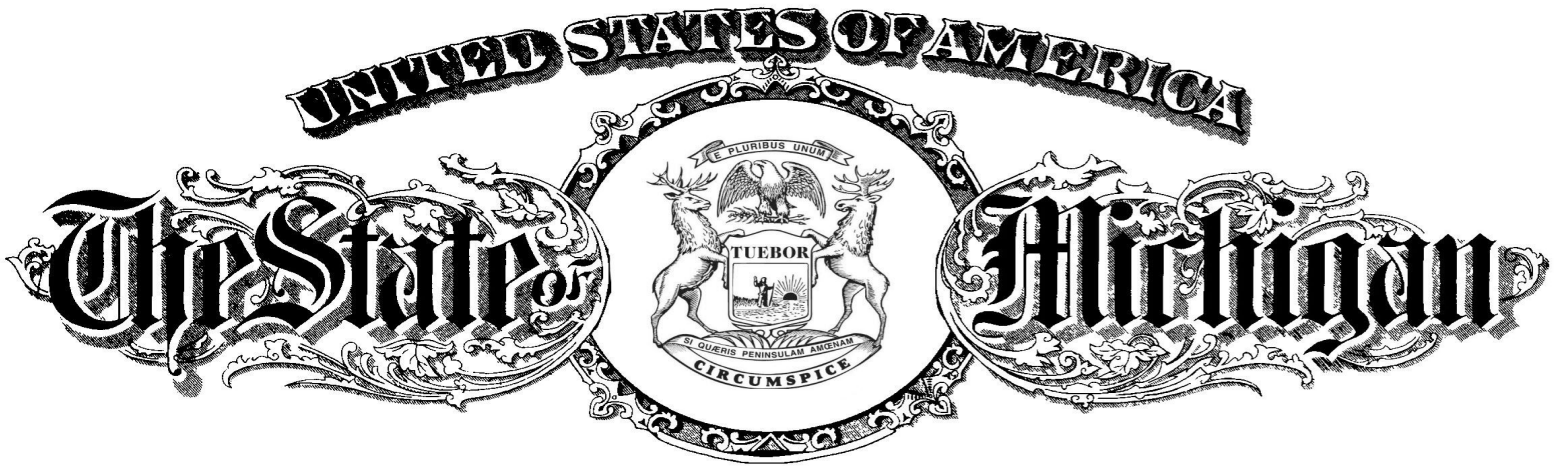
- 1) The volunteer director, volunteer officer, or other volunteer was acting, or reasonably believed that he or she was acting, within the scope of his or her authority; and
- 2) The volunteer director, volunteer officer, or other volunteer was acting in good faith;
- 3) The volunteer director, volunteer officer, or other volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- 4) The volunteer director, volunteer officer, or other volunteer's conduct was not an intentional tort; and
- 5) The volunteer director, volunteer officer, or other 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 MCLA 500.3135.

Notwithstanding the other provisions of this Article, the corporation does not assume any liability to the extent that such assumption is inconsistent with qualifying the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



ARTICLE XII

No member of the Board of Directors of the corporation shall be less than 16 years of age. The number of directors of the corporation who are less than 18 years of age shall not exceed one-half ( $\frac{1}{2}$ ) of the total number of directors required for a quorum for the transaction of business.



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: 19127465360

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of December, 2019.*

*Linda Clegg, Interim Director*

*Corporations, Securities & Commercial Licensing Bureau*