

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
BUREAU OF COMMERCIAL SERVICES

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**MAR 05 2002**

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**FILED**

MAR 05 2002

Administrator  
BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE:

Name Dickinson Wright PLLC      Attn: Peter S. Sheldon	
Address 215 South Washington Square, Suite 200	
City Lansing, MI 48933	State MI
Zip Code 48933	

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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: Ingham County Bar Foundation

**ARTICLE II**

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

**ARTICLE III**

1. The corporation is organized upon a nonstock 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:

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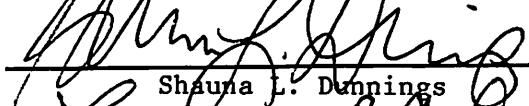
Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See attachment for Articles VI, VII, VIII, IX, X and XI.

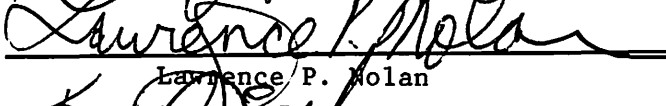
I, (We), the incorporator(s) sign my (our) name(s) this 20<sup>th</sup> day of February, 2002.

  
\_\_\_\_\_

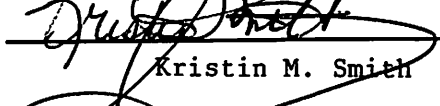
James F. Graves

  
\_\_\_\_\_

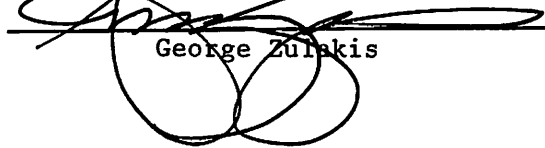
Shauna L. Dunning

  
\_\_\_\_\_

Lawrence P. Nolan

  
\_\_\_\_\_

Kristin M. Smith

  
\_\_\_\_\_

George Zurakis

ARTICLES OF INCORPORATION  
INGHAM COUNTY BAR FOUNDATION

ARTICLE II

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

- A. To receive and administer funds exclusively for charitable, scientific, literary or educational purposes, and to give funds and property from time to time to public or private organizations that are organized and operated exclusively for any one or more of the aforesaid purposes;
- B. To improve and facilitate the administration of justice in Ingham County and throughout the State of Michigan;
- C. To insure to the fullest extent possible that legal services are made available to all members of the public regardless of their race, sex, religious, or economic status;
- D. To make charitable contributions to, and to work in conjunction with, charitable organizations whose purpose is to provide meaningful benefit to the community, including the disadvantaged and disabled, and other groups whose needs could be supported by the Foundation;
- E. To promote the study and research of law, and to promote the continuing legal education of lawyers;
- F. To acquire, preserve and exhibit rare books and documents, objects of art and items of historical interest having legal significance or bearing on the administration of justice;

- G. To educate the public in general as to their legal rights and obligations and other subjects related to the law;
- H. To foster and maintain the honor and integrity of the profession of the law;
- I. To promote, foster, solicit and receive funds and property of every kind and nature whatsoever, whether by gift, bequest, devise or otherwise, in any form, from any person, party or entity, to hold and administer such funds and property, and to expend such funds for charitable purposes which are approved, sponsored, and supported or undertaken by the Foundation, provided, however, that the expenditure of funds for charitable purposes shall be limited to those purposes that are permitted to be carried on by organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; and
- J. To engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes.

## ARTICLE VI

The Foundation shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No director or officer of the Foundation shall possess any right or title to or interest in corporate property or earnings of the Foundation in his or her individual capacity or private capacity, and no part of the net earnings of the Foundation shall inure to the benefit of any director, officer, or private individual, except that the Foundation 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 herein.

## ARTICLE VII

The Foundation shall not carry on propaganda or otherwise attempt to influence legislation to an extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code, nor shall the corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by: (a) a foundation exempt from tax under Section 501(c)(3) of the Internal Revenue Code; or (b) a foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE VIII

A volunteer director of the Foundation shall not be personally liable to the Foundation or its directors for monetary damages, for breach of the director's fiduciary duty, except for liability:

- (a) For breach of the director's duty of loyalty to the Foundation or its directors;
- (b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

- (c) For violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) For a transaction from which the director derives an improper personal benefit; or
- (e) For an act or omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Foundation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article by the Foundation shall not adversely affect any right or protection of the director or the board of directors existing at the time of such repeal or modification.

#### ARTICLE IX

The Foundation assumes all liability to any person other than the Foundation or its directors for all acts or omissions of any volunteer director incurred in the good faith performance of the volunteer director's duties.

#### ARTICLE X

Upon dissolution of the Foundation, any property remaining after providing for the debts and obligations of the Foundation shall be distributed, at the direction of the board of directors of the Foundation, for one or more exempt purposes within the meaning of Section

501(c)(3) of the Internal Revenue Code, or to the federal government for a public purpose, or to a state or local unit of government for a public purpose.

## ARTICLE XI

Any reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include reference to corresponding provisions of any applicable future internal revenue law.

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