

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES

Date Received

(FOR BUREAU USE ONLY)

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ID: 876341

Name

Deborah E. Mikula

Address

1208 Turner St.

City

State

Zip Code

Lansing,

MI

48906

FILED

APR 11 2014

ADMINISTRATOR

EFFECTIVE DATE: CORPORATIONS DIVISION

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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:

- The present name of the corporation is:
Arts Council of Greater Lansing, Inc.
- The identification number assigned by the Bureau is: 876341
- All former names of the corporation are:
Center For The Arts, Incorporated
Metropolitan Lansing Fine Arts Council at the Center For the Arts, Incorporated
Arts Council Center of Greater Lansing, Inc.
- The date of filing the original Articles of Incorporation was: June 23, 1975

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:
Arts Council of Greater Lansing, Inc.

ARTICLE II

- A. The purpose or purposes for which the Corporation is organized are:
- To benefit the people of Greater Lansing, Michigan by promoting the cultivation of the arts through promoting, organizing, managing and supporting endeavors to further enhance and finance artistic expression and appreciation.
 - To receive and administer a fund or funds of real or personal property in furtherance of the Corporation's purposes.
 - To acquire real and personal property by purchase, gift, grant, devise or bequest, and to hold, own, accept and

GF

dispose of the same for the purposes of the Corporation.

ARTICLE II (continued)

4. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the Corporation's purposes.
 5. To engage in similar activities that may be carried on by a corporation that is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended ("Code").
- B. The Corporation is intended to be an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code and which qualifies as "other than a private foundation" within the meaning of Section 509(a)(1) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the Corporation) shall be construed, applied, and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Section 170(a)(1) of the Code.
- C. The Corporation is organized exclusively for charitable, educational and scientific purposes as enumerated in Article II of these Articles of Incorporation. 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 may make payments and distributions:
1. to organizations exempt from federal income tax under Section 501(c)(3) of the Code;
 2. to further the exempt purposes of the Corporation; and
 3. as reasonable compensation for services rendered to or on behalf of the Corporation.
- D. 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.
- E. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation, except to the extent that the Corporation has elected or may later elect under Section 501(h) of the Code.

ARTICLE III

- A. The corporation is organized upon a nonstock basis.
(stock or nonstock)
- B. If organized on a stock basis, the aggregate 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:
- C. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
none
- and the description and value of its personal property assets are: (if none, insert "none")
Office furniture and equipment, inventories, supplies, cash, investments, receivables, and other assets -
\$ 1,843,419
- (The valuation of the above assets was as of September 30 , 2013)
- The corporation is to be financed under the following general plan:
Gifts, grants, donations, devises, bequests, and earned income

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

A. The address of the registered office is:

1208 Turner St. Lansing, Michigan 48906
(Street Address) (City) (ZIP Code)

B. The mailing address of the registered office, if different than above:

, Michigan
(Street Address or P.O. Box) (City) (ZIP Code)

C. The name of the resident agent is: Deborah E. Mikula

ARTICLE V

- A. Volunteer Director and Officer Liability. A volunteer director and a volunteer officer shall not be personally liable to the Corporation for monetary damages for a breach of the director's or officer's fiduciary duty as a director or officer, except for liability:
1. For any breach of the director's or officer's duty of loyalty to the Corporation;
 2. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 3. For any violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act");
 4. For any transaction from which the director or officer derived an improper personal benefit;
 5. For any act or omission that is grossly negligent; or
 6. For any act or omission occurring before the date this Article is filed with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services.
- B. Assumption of Volunteer Director Liability. Pursuant to MCL §450.2209(d), the Corporation assumes all liability to any person, other than the Corporation, for all acts or omissions of a volunteer Director occurring on or after the effective date of these Articles of Incorporation and incurred in the good faith performance of the volunteer Director's duties as such.
- C. Assumption of Volunteer Liability. The Corporation assumes all liability to any person, other than the Corporation, for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of this article, provided that all of the following conditions are met:
1. The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her Authority;
 2. The volunteer was acting in good faith;
 3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
 4. The volunteer's conduct was not an intentional tort; and
 5. 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 under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.
- D. Amendment of Liability Law. For purposes of this Article V, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

For purposes of this Article V, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

ARTICLE V (continued)

In the event the Act is amended after the filing of this article of the Articles of Incorporation with the Michigan Department of Labor and Regulatory Affairs, Bureau of Commercial Services, to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation and an organization exempt from federal income tax under Section 501(c)(3) of the Code.

Any repeal, modification or adoption of any provision in these Articles of Incorporation that is inconsistent with this Article V shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

ARTICLE VI

Dissolution of Corporation. Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation to an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code as designated by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of a Court of competent jurisdiction to such organization or organizations as said Court shall select and determine which are tax exempt under Section 501(c)(3) of the Code.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 26 day of March, 2014 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and: (check one of the following)

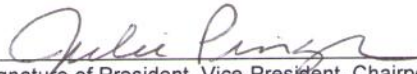
were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

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 organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 28 day of March, 2014

By 
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Julie Pingston, President

(Type or Print Name)

(Type or Print Title)