



MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

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AC1

(FOR BUREAU USE ONLY)

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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:

1. The present name of the corporation is:

2. The identification number assigned by the Bureau is:

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was:

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:

ARTICLE II

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

1. The corporation is formed on a _____ basis.
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

b. The corporation is formed on a _____ basis.
(membership or directorship)

1. The name of the resident agent is: _____
2. The address of the registered office is:

_____, Michigan _____
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office, if different than above:

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

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). **DO NOT COMPLETE BOTH.**

- a. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this _____ day of _____, _____

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

- b. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

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 formed on a directorship basis.

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

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Type or Print Title)

Preparer's Name _____

Business Telephone Number () _____

INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated 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 Corporations, Securities & Commercial Licensing 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 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 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. 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.
6. If the restated articles of incorporation change the term of existence to a specific date or restates to become a corporation governed by the business corporation act, 1972 PA 284, or another domestic or foreign business entity, then consent to the restated articles of incorporation or a written statement that the consent is not required must be obtained from the Attorney General's Office and submitted with this document for all nonprofit charitable purpose corporations, unless organized for religious purposes. Contact the Charitable Trust Section, Licensing and Regulation Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 373-1152. Application for the consent should be made at least 120 days before the desired effective date of the restated articles of incorporation. This document cannot be filed unless it is accompanied by either the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.
Item 5(b): must be signed by an authorized officer or agent.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....**\$10.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

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

Fees may be paid by check, money order, VISA, MasterCard,
or Discover when delivered in person to our office.

COFS (Corporations Online Filing System):

This document may be completed and submitted online at www.michigan.gov/corpfileonline.

Fees may be paid by VISA, MasterCard, or Discover.

Documents that are endorsed filed are available at www.michigan.gov/corptentitysearch. If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Filings Search website at www.michigan.gov/corprejectedsearch.

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional expedited service.

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

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person or by mail.

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 - \$100**

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

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.

Attachment

Article II

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

2.1 Purposes.

A. This corporation is organized exclusively for religious and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation is specifically formed:

(1) To acquire, establish, maintain and operate Christian Schools furnishing primary and/or secondary education and to grant diplomas to its students who merit the same;

(2) To determine and establish curricula in which instructions shall be based upon the infallible Word of God as interpreted by the Reformed faith with courses of study as may be approved as specified from time to time by the Board of Trustees;

(3) To determine the qualifications of and to hire faculty and administrative staffs;

(4) To select, acquire and furnish text books, educational materials, supplies and equipment; and

(5) To plan and provide for the expansion of Christian education in the schools which it controls, and to acquire by purchase, gift or otherwise, such real and personal property as may be necessary or advisable to promote and carry out the objects of this corporation.

B. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

C. No part of the net earnings of this corporation shall inure to the benefit of any trustee or officer of this corporation or any private individual, except that reasonable compensation may be paid and reimbursement made by this corporation for services rendered and expenses incurred by such persons on behalf of this corporation.

2.2 Limitations. Notwithstanding its mission and purposes described above the corporation:

A. has not been formed for pecuniary profit or gain.

B. assets and profits do not inure to any person's private benefit.

C. may not devote any substantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

D. may not participate or intervene in any political campaign for any candidate for public office. Participation and intervention include publishing and distributing statements.

E. may not engage in any activity prohibited by a corporation:

- (1) exempt from federal income taxes under Code section 501(c)(3); or
- (2) to which contributions are deductible under Code section 170(c)(2).

2.3 Dissolution. Upon the dissolution of this corporation, after paying or making provision for payment of all of the liabilities of this corporation, all of the remaining assets of this corporation shall be distributed to such other organizations that then operate or intend to operate a primary or secondary school that offer instruction based on the Word of God as interpreted by the Reformed Faith or to such Christian Reformed Churches as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that each organization receiving such assets is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Law then in effect.

Article V

LIMITED LIABILITY

5.1 Protection From Derivative Liability: Directors and Volunteer Officers. Each director and volunteer officer is not personally liable to this corporation for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:

- (A) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (B) Intentional infliction of harm on the corporation;
- (C) A violation of section 551 of Michigan's nonprofit corporation act;
- (D) An intentional criminal act; or
- (E) A liability imposed under section 497(A) of Michigan's nonprofit corporation act.

5.2 Protection From Third-Party Liability: Directors of 501(c)(3) Corporations. If the corporation's purposes, structures, and activities are exclusively those described in section 501(c)(3) of the Internal Revenue Code, the corporation assumes all liability to any person other than the corporation for all acts and omissions of a volunteer director incurred in the good faith performance of that volunteer director's duties. A claim may not be brought or maintained against a volunteer director for monetary damages for that director's breach of duty to any person other than the corporation. The claim may instead be brought or maintained only against the corporation, which is liable for that breach.

5.3 Protection From Third-Party Liability: All Volunteers Regardless of 501(c)(3) Status.

(A) Regardless of the corporation's status under Code section 501(c)(3), the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer. This protection applies only if all of the following are met:

(1) The volunteer acted, or reasonably believed that the volunteer acted, within the scope of the volunteer's authority;

(2) The volunteer acted 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 Michigan's Insurance Code (MCL 500.3135).

(B) A claim described in (a) may not be brought or maintained against the volunteer.

5.4 Law Changes. If Michigan's non-profit corporation act is amended after this article is effective and that amendment further eliminates the liability of nonprofit corporation directors, officers or other agents, then the liability of those persons is automatically eliminated or limited to the fullest extent permitted by that amendment. This does not apply, however, to the extent that the amendment is inconsistent with the corporation's status as a tax-exempt entity under Code section 501(c)(3) or imposes a tax under Code section 4958.

5.5 Amendments Not Retroactive. No amendment of this article adversely affects a person's liability with respect to acts or omissions occurring before the amendment's effective date.

5.6 Definitions.

"Volunteer" means an individual who performs services for a corporation, other than services as a volunteer director, who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

"Volunteer director" means 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 a director in that person's capacity as a director.

5.7 No Adverse Effect On 501(c)(3) Status. This article is ineffective to the extent it adversely affects the corporation's status under Code section 501(c)(3) or to the extent it imposes a tax under Code section 4958.