

Articles of Incorporation
of the
Friends of Michigan History, Inc
August 9, 1991



Lansing, Michigan

This is to Certify That Articles of Incorporation of

FRIENDS OF MICHIGAN HISTORY, INCORPORATED

were duly filed in this office on the 9TH *day of* AUGUST *, 19* 91 *,*
in conformity with Act 162, Public Acts of 1982.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this* 9TH *day*
of AUGUST *, 19* 91 *.*

Director

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CAS 500 (Rev. 10-88)

911AH2772 0812 DRG&FI \$22.50

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU	
(FOR BUREAU USE ONLY)	Date Received
FILED	AUG 09 1991
AUG 9 1991	
Administrative MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	
877-399	

ARTICLES OF INCORPORATION
OF THE
FRIENDS OF MICHIGAN HISTORY, INCORPORATED
(A Nonprofit Corporation)

These Articles of Incorporation are signed and acknowledged by the Incorporators for the purpose of forming a nonprofit corporation pursuant to the provisions of Act No. 162, Public Acts of 1982, as amended, as follows:

ARTICLE I

THE NAME OF THE CORPORATION IS:

Friends of Michigan History, Incorporated ✓

ARTICLE II

THE PURPOSES WHICH THE CORPORATION IS ORGANIZED ARE:

- A. To provide a means by which persons and organizations interested in supporting and promoting the Michigan Historical Center (e.g., contributors) may voluntarily contribute their time and services.
- B. To receive and administer funds and other property solely for the betterment of the Michigan Historical Center operated by the Michigan Department of State, Bureau of History, at 717 West Allegan Street, Lansing, Michigan; to promote the educational and interpretive activities undertaken by the Bureau of History; and to support the museum, docent, archives, and archaeology programs conducted by the Bureau of History.
- C. To disburse all net proceeds received by the corporation to or for the direct benefit of the museum, docent, archives, and archaeology programs

(07/29/91)

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conducted at the Michigan Historical Center administered by the Michigan Department of State, deducting only those amounts which must be expended for necessary staff, operating and promotional costs, and proper accounting. The corporation may acquire, own, dispose of, and deal with real and personal property and interests therein, and may apply gifts, bequests, and devises, and the proceeds thereof, in furtherance of the purposes of the corporation, subject to the limitations applicable to organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or a comparable provision in any future United States Internal Revenue Law).

- D. To exercise all powers and assert all rights conferred on a nonprofit charitable organization by the laws of the United States and the State of Michigan.

ARTICLE III

THE CORPORATION IS ORGANIZED UPON A NONSTOCK BASIS.

The description and value of the real property assets of the corporation are: None

The description and value of the personal property assets of the corporation are:
None

The corporation is to be financed under the following general plan:

Membership dues and contributions, gifts and grants from individuals, corporations, partnerships, organizations and governmental entities will be used for the purposes stated herein and for no other purposes.

THE CORPORATION IS ORGANIZED ON A MEMBERSHIP BASIS.

ARTICLE IV

THE ADDRESS OF THE REGISTERED OFFICE IS:

4 Locust Lane, Lansing, Michigan, 48911

THE NAME OF THE RESIDENT AGENT AT THE REGISTERED OFFICE IS:

Jerry D. Roe

(07/29/91)

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ARTICLE V

THE NAMES AND ADDRESSES OF ALL THE INCORPORATORS ARE AS FOLLOWS:

NAME	BUSINESS OR RESIDENTIAL ADDRESS
David E. S. Marvin	Fraser, Trebilcock, Davis & Foster, P.C. 10th Floor, Michigan National Tower Lansing, Michigan 48933
Jerry D. Roe	4 Locust Lane, Lansing, Michigan 48911

ARTICLE VI

This corporation shall be operated exclusively for charitable, scientific and educational purposes as a nonprofit corporation. No member, director or officer of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or employee. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the comparable provision of any future United States Internal Revenue Law).

ARTICLE VII

Upon dissolution of this corporation, the Board of Directors shall, after providing for the payment of all of the debts and obligations of the corporation, distribute all remaining assets of the corporation to the State of Michigan, Department of State to support the Michigan Historical Center or to an organization or organizations established and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or a comparable provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VIII

The corporation shall indemnify its present and past directors, officers, employees and agents, and such other persons as it shall have the power to indemnify, to the full extent permitted under, and subject to the limitations of, the laws of the State of Michigan, and further, subject to the limitations as may be provided in the Bylaws of the corporation.

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The corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under the laws of the State of Michigan.

A director shall not be personally liable to the corporation or its members for monetary damages for a breach of fiduciary duty except for any of the following:

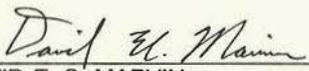
1. A breach of the director's duty of loyalty to the corporation or its members.
2. Acts or omissions not performed in good faith or which involve intentional misconduct or a knowing violation of law.
3. A violation of section 551(1) of Act No. 162 of the Public Acts of 1982 (MCL 450.2551), or a comparable provision in any future United States Internal Revenue Law.
4. A transaction for which the director derives an improper personal benefit.
5. An act or omission which is grossly negligent.

This corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director, incurred in the good faith performance of the volunteer director's duties.

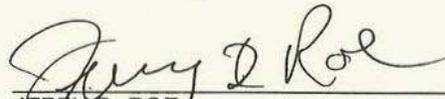
ARTICLE IX

Any provision of these Articles of Incorporation may be amended or repealed, and additional articles may be added, by a vote of two-thirds of the members of the corporation present at a meeting of the corporation called for that purpose. No amendment or repeal of these Articles, nor an addition to these Articles, shall be made at a corporation meeting, unless a notice is mailed to each member at his or her last address of record at least ten (10) days before the meeting, stating the exact nature and extent of the action proposed.

IN WITNESS WHEREOF, we, the incorporators of the above-named corporation, sign these Articles of Incorporation this 8th day of August, 1991.



DAVID E. S. MARVIN



JERRY D. ROE

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(07/29/91)