

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

Date Received

**(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 execute the following Articles:*

1. The present name of the corporation is:

\_\_\_\_\_

2. The identification number assigned by the Bureau is:

3. The 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 and are filed for the purpose of changing from a nonprofit corporation subject to 1982 PA 162, as amended to a profit corporation subject to 1972 PA 284 as amended:*

**ARTICLE I**

The name of the corporation is:

**ARTICLE II**

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

### ARTICLE III

The total authorized shares:

1. Common Shares \_\_\_\_\_

Preferred Shares \_\_\_\_\_

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

### ARTICLE IV

1. The name of the resident agent: \_\_\_\_\_

2. The street 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 (Optional. Delete if not applicable.)

When a compromise or arrangement or a 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 or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or share holder thereof, 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 class of shareholders 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 class of shareholders 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 of the shareholders or class of shareholders and also on this corporation.

### ARTICLE VI (Optional. Delete if not applicable.)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

**ARTICLE VII (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.

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 Nonprofit Corporation Act: (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 formed on a directorship basis.

were duly adopted by the written consent of the members, shareholders, 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 members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of an Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Title)

Preparer's Name \_\_\_\_\_

Business Telephone Number ( \_\_\_\_\_ ) \_\_\_\_\_

**INFORMATION AND INSTRUCTIONS**

1. This form may be used to draft your Restated Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
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 1982 PA 162, for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation to become a profit corporation.
4. If a nonprofit corporation restates its Articles of Incorporation to become a corporation governed by the Business Corporation Act, 1972 PA 284, 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. 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.
5. Item 5 - Restated Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis. A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
6. 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.

7. **FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee)	\$ _____
PLUS NONREFUNDABLE FEE:	+\$ 10.00
<b>TOTAL MINIMUM FEE:</b>	<b>\$ _____</b>

<u>Authorized Shares</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

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.

**MICH-ELF (Michigan Electronic Filing System):**

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

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, by mail or MICH-ELF.

**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 - \$1000**

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.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901.

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.