



## For Children and Adults with Intellectual and Developmental Disabilities

*Achieve With Us*

The Arc Michigan is a statewide chapter of The Arc of the United States

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### The Arc Michigan - Since 1951-

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#### Our Mission

The mission of The Arc Michigan is to ensure that people with Developmental Disabilities are valued in order that they and their families can participate fully in and contribute to their community.

#### Our Vision

The vision of The Arc Michigan is that all people realize and fulfill their dreams of having employment, education, meaningful relationships, and living independently within their community.

#### What We Do...

- Provide leadership
- Support and enhance local Arc efforts
- Support governmental advocacy at the local, state and national level
- Coordinate state advocacy efforts
- Influence governmental agencies and policymakers in Michigan and at the national level
- Promote autonomy and self-determination
- Promote the value and potential of all people
- Advocate for inclusion of and participation by individuals with disabilities in their communities
- Publish informational materials
- Promote high quality services
- Provide training for parents and professionals
- Close Michigan institutions that house individuals with developmental disabilities

The Arc Michigan  
1325 S. Washington Ave.  
Lansing, MI 48910-1652  
Phone: (800) 292-7851  
or (517) 487-5426  
Fax: (517) 487-0303  
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Phone: (800) 292-7851 or (517) 487-5426  
Fax: (517) 487-0303

#### Office Hours

Monday - Thursday: 9:00 am - 5:00 pm  
Friday: 9:00 am - 4:00 pm

### Staff

Executive Director: [Dohn Hoyle](mailto:dhoyle@arcml.org)  
Executive Assistant: [Lisa Hertzer](mailto:lisa.hertzer@arcml.org) x 102  
Communications Analyst: [Sybil Spencer](mailto:svbil@arcml.org) x 103  
Coordinator of Grants: [Sherrri Boyd](mailto:sherri@arcml.org) x 105  
Executive Office Manager: [Anissa VanLew](mailto:anissa@arcml.org) x 104

### Dignified Lifestyles

Coordinator: [Ellen Sugrue Hyman Alward](mailto:ellen@arcml.org) x 113

### Michigan Alliance for Families

Director: [Sherrri Boyd](mailto:sherri@arcml.org) x 105  
Education and Leadership: [Sandee Koski](mailto:sandee.k@arcml.org) x 128  
Education and Leadership: [Kelly Orginski](mailto:kelly.o@arcml.org)  
Information and Support: [info@michiganallianceforfamilies.org](mailto:info@michiganallianceforfamilies.org)

### Michigan Partners for Freedom

Coordinator: [Jill Gerrie](mailto:jill.gerrle@arcml.org) x 114

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Michigan Disability Rights Coalition is a disability justice movement working to transform communities.



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## Michigan Disability Rights Coalition Communities of Power - Home of the MDRC !

Communities of Power is a source of information about issues of importance in Michigan's Disability Community! It is also an invitation to you to participate in making our communities accessible, integrated, and supportive - to make full citizenship for seniors and people with disabilities an expectation, not a goal.

Communities of Power is maintained by the Michigan Disability Rights Coalition (MDRC). We invite you to join us!

### Home Menu

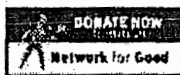
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### Make a Difference - Sign Up for Action Alerts



When you sign up for MDRC alerts, we'll email you when issues arise and give you the information you need to take action on issues important to Michigan's disability community. Don't miss this opportunity to have your voice heard! Follow the link "Take Action" on the side menu

### Support MDRC Online



### Support MDRC through the Mail

Michigan Disability Rights Coalition  
3498 East Lake Lansing Road, Suite 100  
East Lansing, MI 48823

### Order Get "Feisty and Non-compliant" Wear



Consider ordering a "Feisty and Non-compliant" t-shirt, travel mug, bag, button, or hoodie Show your Feisty & Non-compliant Spirit with pride! All

Michigan Disability Rights Coalition is a disability justice movement working to transform communities.



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## Staff

### Norman G. DeLisle, JR.

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#### Executive Director

Norman G. DeLisle, Jr. has been the Executive Director of Michigan Disability Rights Coalition since 1997, and has worked in disability advocacy since 1970. Norm has been a part of, and has worked with, Michigan's disability community in a wide variety of settings from school systems to medical programs and legal services. His educational background is in psychology with graduate work in developmental learning and Montessori. His work has always focused on the broad community of people with disabilities, and their long quest for self-determination and community inclusion. Norm has learned from personal experience what it is like to be dis-empowered and cut off from the support of friends and family. He believes that the true role of

professional knowledge is to effectively catalyze the deepest hopes and dreams of all people. Human services systems are at their best for both consumer and provider when they do not forget this basic goal.

Norm has driven MDRC's effort to make web technologies a tool of education and advocacy for Michigan's disability community. In particular, he has used standards-based web design as the core of truly accessible web sites.

Norm can be reached at extension 317

### RoAnne Chaney

#### Associate Director



RoAnne Chaney's areas of expertise are Long-Term Care, community integration, and meaningful consumer involvement. RoAnne has experience in disability and health care issues here in Michigan. Previously, she was a Senior Program Officer with the Center for Health Care Strategies in Princeton, New Jersey where she worked on Medicaid managed care issues. RoAnne was the Associate Director of the Ann Arbor Center for Independent Living for ten years where she and a team developed a collaborative interagency process to assist individuals with a variety of significant disabilities leave nursing home settings to live in the community. RoAnne has a Bachelor of Arts in Social Work and a Master of Public Administration from Eastern Michigan University.

RoAnne can be reached at phone extension 319.

### Kathryn Wakeman Wyeth

#### Program Manager

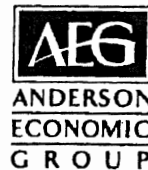
Kathryn Wakeman Wyeth has over 25 years experience working with people with disabilities and families on both a state-wide and local level. She has worked with MDRC since 1994. One of her



Home Care First, Inc. (FEIN 32-0371977)  
Attachment to IRS Form 1024 (Appl. for Recognition of Exemption under IRC §501(c)(4) (Social Welfare Org.)

March 16, 2011

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## *The Role of MQC3 and Home Help*

### *Serving Michigan's Long-Term Care Population*

Commissioned by:  
Michigan Quality Home Care Campaign

Prepared by:

Anderson Economic Group, LLC  
Caroline M. Sallee, Senior Consultant

---

Anderson Economic Group, LLC  
1555 Watertower Place, Suite 100  
East Lansing, Michigan 48823  
Tel: (517) 333-6984  
Fax: (517) 333-7058

[www.AndersonEconomicGroup.com](http://www.AndersonEconomicGroup.com)



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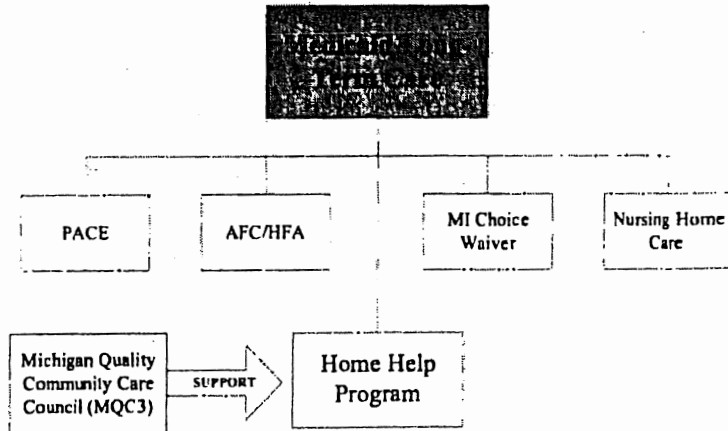
Executive Summary

*I. Executive Summary*

**PURPOSE OF REPORT** The state of Michigan has provided home care services to elderly residents and persons with disabilities for more than 25 years. The Home Help program has been a cost effective way for the state to provide care for those who cannot adequately care for themselves in their own homes. An important reason that the Home Help program is able to provide care to thousands is that those in need of care are able to find a qualified home care provider to deliver care. The purpose of this report is to describe the activities of the Michigan Quality Community Care Council (MQC3) and examine how the MQC3 supports the Home Help program in its endeavors to provide high-quality care at a low cost to the state for those unable to afford their own care.

**MQC3 AND HOME HELP** The Home Help program is one of the Medicaid long-term care (LTC) programs provided by the state of Michigan. We show how the Home Help program fits into Medicaid LTC options in Figure 1 below. Medicaid is the state-managed health insurance program for individuals and families with low income and resources, and for those who become poor paying for care. Medicaid is the single largest funding source for long-term care, and uses federal and state dollars to pay for services.

FIGURE 1. Medicaid Long-Term Care Programs in Michigan



Source: Anderson Economic Group, LLC

The Home Help program connects those in need of care with home care providers that can assist with non-medical activities such as meal preparation and

---

**Executive Summary**

bathing. These services allow the recipient to remain in the home and avoid more costly alternatives for the state, such as nursing home care. In 2010, the average monthly number of Home Help consumers was 53,516.

An agreement between the Michigan Department of Community Health and the Tri-County Aging Consortium established the Michigan Quality Community Care Council in 2004. The purpose of the agency is to improve access to the Home Help program by linking those who would like to provide care to those in need of a care giver. The MQC3 maintains a registry that assists consumers in finding, choosing, and hiring a provider. For a provider to be on the registry, the MQC3 first completes a background check that consists of checking references, checking for a criminal record, and checking the state sex offender registry. Additionally, the MQC3 provides training for Home Help providers and monitors unemployment benefits of providers out of work to state expenditures. See "Michigan Quality Community Care Council" on page 10.

**OVERVIEW OF APPROACH**

We reviewed information and data provided by the Michigan Quality Community Care Council. They provided detailed information on their activities for fiscal years 2006-2010. Information the MQC3 provided includes usage of the registry, trainings provided for home care providers, and unemployment insurance monitoring of Home Help workers.

**OVERVIEW OF FINDINGS**

We find that the Michigan Quality Community Care Council supports the activities of the Home Help program, which results in cost savings for the state. The key findings of our analysis are below.

*1. By Supporting Home Help the MQC3 Saves the State Money*

By connecting Home Help consumers with providers and training these providers, the MQC3 makes it possible for more Medicaid LTC beneficiaries to be in home care, as opposed to more costly arrangements. As shown in our two previous reports in 2006 and 2009, the Michigan Home Help program is significantly less expensive per consumer than nursing facility care. We estimate that per beneficiary, the state saves \$47,000 annually if a person is diverted from nursing facility care and into home care.

The MQC3 also undertakes cost savings activities such as monitoring Home Help providers receiving unemployment benefits. For the past 4 years, the MQC3 has saved the state over \$1.1 million in unemployment payments—an amount equivalent to what the state spends for operations of the MQC3 in two years. See "Cost Savings of Improved Home Help" on page 21.

*2. The MQC3 Connects Consumers in Need with Providers*

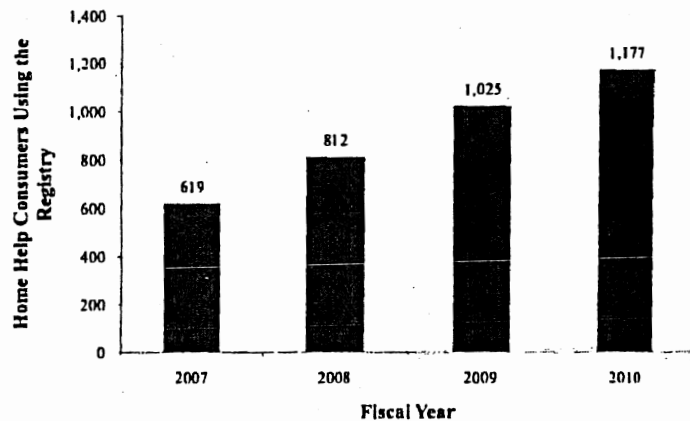
Since October of 2005, the MQC3 has served 2,255 individual consumers with the registry. Many consumers have used the registry multiple times. As shown

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**Executive Summary**

in Figure 2, over 1,100 referral letters were sent or calls made with provider names to consumers in FY 2010. Usage of the registry has steadily grown since 2007, as shown in Figure 2 below.

**FIGURE 2. Number of Consumers Using MQC3 Registry, 2007-2010**



Source: Michigan Quality Community Care Council  
Analysis: Anderson Economic Group, LLC

**3. Almost Half of Home Help Consumers in Need of a Provider are Using the Registry**

We analyzed the average monthly number of Home Help consumers and estimated the likely number of consumers in a given year in need of a new provider. Since most consumers turn to a family member or close friend to provide care, only a subset of Home Help consumers need another way to find a provider. This is where the registry is important, since without it a potential Home Help consumer may not be able to find someone in his or her network and thus have to turn to other forms of state-provided care. After accounting for the consumers using family members, and the likely turnover of providers, we estimate that close to half of consumers likely to use the registry are doing so. See "Registry Usage and Growth in Home Help" on page 15.

**4. Home Help is Growing in Counties Where Consumers are Using the Registry**

We analyzed the number of consumers using the registry and then compared this to the growth in Home Help consumers by county between 2007 and 2010. Looking county by county, growth in the number of consumers primarily

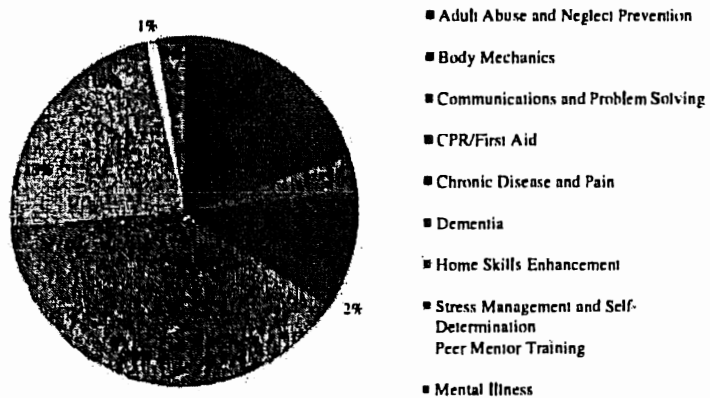
**Executive Summary**

occurred in the counties that saw an increase in usage of the registry. When comparing this change in the aggregate (meaning all counties with an increase versus those with no change) we find that all of the growth in the number of Home Help consumers between 2007 to 2010 occurred in counties with increased registry usage. See "MQC3 Connects Consumers in Need with Providers" on page 14.

**5. The MQC3 Trains Providers Across the State in Important Skills**

In FY 2010, 505 providers attended a variety of training sessions from learning how to care for someone with dementia, to administering CPR, to being able to perform their daily activities, such as meal preparation, in a better way. Since FY 2006, over 2,600 providers have attended training sessions. Over one-third (39%) attended sessions on caring for someone with dementia. Other well attended sessions include those aimed at preventing elder abuse and neglect, and better performing tasks such as cleaning and meal preparation (Home Skills Enhancement). See Figure 3 below and "MQC3 Trains Providers" on page 19.

**FIGURE 3. Cumulative Number of Participants by Type of Training**



Source: Michigan Quality Community Care Council  
Analysis: Anderson Economic Group, LLC

**ABOUT ANDERSON  
ECONOMIC GROUP**

Anderson Economic Group is a research and consulting firm specializing in economics, public policy, industry analyses, finance, and business valuation. The firm has offices in East Lansing, Michigan and Chicago, Illinois. The firm has completed two previous studies on the Home Help program that can be obtained at [www.AndersonEconomicGroup.com](http://www.AndersonEconomicGroup.com). See "Appendix A: About Anderson Economic Group" on page A-1 for more information about these studies and AEG.

**Michigan Department of Licensing and Regulatory Affairs**

**Filing Endorsement**

**This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT**

**for**

**HOME CARE FIRST, INC.**

**ID NUMBER: 71117M**

**received by facsimile transmission on March 6, 2012 is hereby endorsed**

**Filed on March 13, 2012 by the Administrator.**

**The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.**



**In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 13TH day of March, 2012.**

**Director**

**Bureau of Commercial Services**

**3/13/2012**

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83200-001 (Rev. 1/03)

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>			
Date Received	(FOR BUREAU USE ONLY)		
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Name Lisa M. Smith, Esq.			
Address 400 Galleria Offcentre, Suite 117			
City Southfield	State MI	Zip Code 48034	EFFECTIVE DATE

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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: **Home Care First, Inc.**

**ARTICLE II**

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

To promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, by, among other activities, educating the public and promoting public policies which support medical assistance programs in the State of Michigan that provide home personal assistance services to elderly persons and persons with disabilities.

**ARTICLE III**

- The corporation is organized upon a nonstock basis.  
(Stock or Nonstock)
- If organized on a stock basis, the total number of shares which the corporation has authority to issue is not applicable. 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:

ID 71117M

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filed 3/13/2012

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")  
none

b. The description and value of its personal property assets are: (if none, insert "none")  
none

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

d. The corporation is organized on a directorship basis.  
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:  
400 Galleria Offcentra, Suite 117 Southfield Michigan 48034  
(Street/Address) (City) (State) (ZIP Code)

2. The mailing address of the registered office, if different than above:  
\_\_\_\_\_  
(Street Address or P. O. Box) (City) Michigan (ZIP Code)

3. The name of the resident agent at the registered office is:  
Lisa M. Smith, Esq.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Norm Delisle Jr.	3498 East Lake Lansing Road, #100, East Lansing, MI 48823
John Hoyle	1325 South Washington Avenue, Lansing, MI 48910
Elizabeth Thomas	12153 Monica Street, Detroit, MI 48204



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Pg: 6/7

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.

Article VI

When a compromise or arrangement of a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors 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 to be affected by the proposed compromise or arrangement or a reorganization, agree to 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, and also on this corporation.

Article VII

The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to the extent that would disqualify it from tax exemption under Section 501(c)(4) of the Internal Revenue Code, as amended. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles, this corporation shall not carry on any activities that are not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, as amended.

This corporation reserves the right to amend and/or repeal, by affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained within these Articles of Incorporation. The Board of Directors shall have the power to adopt, amend and/or repeal the Bylaws of this corporation. The Bylaws shall govern the operation of this corporation unless any Bylaw conflicts with these Articles of Incorporation, or any subsequent Amended Articles of Incorporation, in which case the Articles shall be controlling.

\*\*\*  
I, (We), the undersigned(s) do hereby (we) hereby certify this 1st day of March, 2012.

[Signature]  
\_\_\_\_\_  
[Signature]  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



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***Filing Endorsement***

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***Bureau of Commercial Services***

***3/13/2012***

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City	Southfield	State	MI	Zip Code	48034
					EFFECTIVE DATE

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Pursuant to the provisions of Act 162, Public Acts of 1962, the undersigned corporation exercises the following Articles:

**ARTICLE I**

The name of the corporation is: **Home Care First, Inc.**

**ARTICLE II**

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

To promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, by, among other activities, educating the public and promoting public policies which support medical assistance programs in the State of Michigan that provide home personal assistance services to elderly persons and persons with disabilities.

**ARTICLE III**

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(Stock or Nonstock)
- If organized on a stock basis, the total number of shares which the corporation has authority to issue is not applicable. 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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filed 3/13/2012

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

d. The corporation is organized on a directorship basis.  
(Membership or Directorship)

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400 Galleria Officentre, Suite 117 Southfield Michigan 48034  
(Street/Address) (City) (State) (ZIP Code)

2. The mailing address of the registered office, if different than above:  
  Michigan   
(Street Address or P.O. Box) (City) (State) (ZIP Code)

3. The name of the resident agent at the registered office is:  
Lisa M. Smith, Esq.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Norm Delisle Jr.	3488 East Lake Lansing Road, #100, East Lansing, MI 48823
John Hoyle	1325 South Washington Avenue, Lansing, MI 48910
Elizabeth Thomas	12153 Monica Street, Detroit, MI 48204





BYLAWS  
OF  
HOME CARE FIRST, INC.  
(a Michigan nonprofit corporation)

ARTICLE 1  
OFFICES

1.01 Principal Office. The principal office of HOME CARE FIRST, INC. (the "Corporation") shall be at such place as the Board of Directors may determine from time to time.

ARTICLE 2  
MEMBERS

There shall be no members.

ARTICLE 3  
BOARD

3.01 General Powers. The business, property, and affairs of the Corporation shall be managed by the Board of Directors. The Corporation is created to be an entity to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, by, among other activities, educating the public and promoting public policies ~~to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, among other activities~~ ~~which support medical assistance programs~~ which support medical assistance programs in the State of Michigan that provide home personal assistance services to elderly persons and persons with disabilities; and to engage in any other lawful activities incidental to or related to the accomplishment of these purposes.

The Board of Directors of the Corporation shall be the governing body. The Board shall have supervision, control and direction of all assets, affairs, subcommittees, publications, employees, agents, officials and policies of the Corporation. The Board shall have all such powers as are necessary for the accomplishment of its functions and of the purposes of the

Approved  
M. J. [Signature]  
L.T.

3/1/2012  
3/19/2012



Corporation, including, but not limited to, the power to appoint and compensate agents, to hire, fire and set compensation for employees, to appoint subcommittees and officers, and to enter into contracts for services.

3.02 Number, Appointment and Quorum. There shall be not more than 7 Directors of the Corporation. Upon formation, there shall be 3 Directors on the Board of Directors. Thereafter, the Board of Directors may increase the number of Directors by majority vote up to a total of 7 Directors.

The 3 Incorporators Norman DeLisle, Jr., Dohn Hoyle, and Elizabeth Thomas shall be the initial 3 Directors to the Board of Directors of the Corporation. Additional Directors thereafter may be appointed by the Board of Directors by majority vote.

Directors shall serve indefinitely until removed or replaced or until his/her resignation or death.

The following quorum rules shall apply for the transaction of business:

If the Board consists of 3 Directors,	the quorum shall be 2 Directors.
If the Board consists of 4 Directors,	the quorum shall be 2 Directors.
If the Board consists of 5 Directors,	the quorum shall be 3 Directors.
If the Board consists of 6 Directors,	the quorum shall be 4 Directors.

Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

Notwithstanding the quorum rule, no vacancy or vacancies on the Board shall impair the power of the remaining Directors to administer the affairs of the Corporation.

In addition to the regular Directors, each Director may designate 1 Alternate Director. An Alternate Director shall only be authorized to act in the place of a regular Director unable to

act because of death, incapacity, resignation or other absence from a meeting of the Directors. As to matters handled when he/she is so authorized to act, an Alternate Director shall be vested with all of the rights, powers, duties and responsibilities of a regular Director. An Alternate Director is not permitted to vote unless he/she is acting in the place of a regular Director.

3.03 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.02 of the Bylaws.

3.04 Removal. A Director may be removed by a majority vote of the entire Board then in office.

3.05 Annual Meeting. An annual meeting shall be held each year in the month of December, at such date, time and place as the Board shall determine.

3.06 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.

3.07 Special Meetings. Special meetings of the Board may be called by any Director at a time and place as may be determined. Notice of the time and place of special meetings shall be given to each Director in any manner at any time before the meeting.

3.08 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.09 Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that

shall constitute a waiver of notice of the meeting.

3.10 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.11 Deadlock. If the Board of Directors deadlock, any Director may demand arbitration using the expedited arbitration procedures of the American Arbitration Association. All arbitration costs, including attorney fees for both sides at a rate of \$190 per hour, shall be borne by the Corporation.

3.12 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action.

#### ARTICLE 4 SUBCOMMITTEES

4.01 General Powers. The Board may designate one or more subcommittees of Directors. All subcommittees designated by the Board shall serve at the pleasure of the Board.

A subcommittee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no subcommittee shall have the power to

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the Corporation;
- (d) fill vacancies on the Board; or

(e) fix compensation of the Directors for serving on the Board or on a subcommittee.

4.02 Meetings. Subcommittees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article 3 for meetings of the Board. Minutes shall be recorded at each subcommittee meeting and shall be presented to the Board.

4.03 Consent to Subcommittee Actions. Any action required or permitted to be taken pursuant to authorization of a subcommittee may be taken without a meeting if, before or after the action, all members of the subcommittee consent to the action.

## ARTICLE 5 OFFICERS

5.01 Number. The Directors shall select from among them a President and a Secretary-Treasurer.

5.02 Term of Office. The Directors who hold the positions of President and Secretary-Treasurer shall hold those offices until replaced by successors who shall be selected in the same manner. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Duties. The President shall preside at meetings and report on the activities and condition of the Corporation. In the absence of the President, the Secretary-Treasurer shall preside. The President shall be responsible for carrying out the day-to-day administration of the Corporation under the Board's authority and approval. With the prior approval of the Board, he/she may sign contracts and other documents on behalf of the Corporation; any such contracts and documents shall require the signature of both Officers unless the Board directs otherwise. The President shall administer and oversee services performed for the Corporation.

5.04 Secretary-Treasurer. The Director serving as Secretary-Treasurer shall act in an impartial manner when performing the duties of this office. He/she shall issue notices; have custody of the records of the Corporation; maintain minutes of the Corporation; have custody of and responsibility for all assets of the Corporation; and deposit all funds in the name of the Corporation in such bank account(s) or other secure locations as the Board may designate. He/she shall endorse in the name of the Corporation checks, drafts, or other orders for payment of money; disburse and receive funds and give receipts therefor, under the direction of the Board. He/she shall be authorized to sign checks or drafts; checks or drafts exceeding an amount specified by the Board may be signed only with prior approval of the Board on a case-by-case basis. He/she shall produce the books, accounts, and records under his/her care and custody for examination at all reasonable times upon request from any Director at the office of the Corporation or such other location as the Board may direct. Upon request of the Board, he/she shall assist the Directors in rendering a statement of the condition of finances of the Corporation at times designated by the Board.

5.05 Bond The officers shall, if required by the Board, give to the Corporation such bond or security for the faithful discharge of their duties as the Board may direct.

#### ARTICLE 6 CORPORATE DOCUMENT PROCEDURE

All corporate documents (including agreements, insurance, contracts, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

#### ARTICLE 7 ASSETS

7.01 Assets. The Corporation shall be funded as the Board may determine so long as it

is consistent with the requirements for a Section 501(c)(4) tax exempt entity under the Internal Revenue Code.

7.02 Audit. True and accurate books, accounts, and records of any and all transactions shall be kept. An audit of the Corporation's accounts and assets shall be made by a Certified Public Accountant at least once annually. A copy of such audit shall be provided to each Director.

7.03 Tax-Exempt Status. The Corporation is intended to be and is organized to be qualified for an exemption under Section 501(a) of the Internal Revenue Code as a Section 501(c)(4) social welfare organization and is subject to the following limitations:

- (a) The Corporation will not permit its monies to inure to the benefit of any individual. The Corporation will carry out the purposes set forth in Section 3.01.
- (b) The Corporation is organized as a Michigan nonprofit corporation and it shall not have any power to issue certificates of stock or pay dividends.
- (c) The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to the extent that would disqualify it from tax exemption under Section 501(c)(4) of the Internal Revenue Code, as amended.
- (d) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under Section 510(c)(4) of the Internal Revenue Code.

#### ARTICLE 8 INDEMNIFICATION

8.01 Nonderivative Actions. Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a

person who was or is a Director, officer, employee or agent of the Corporation. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 Derivative Actions. Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because the person was or is a Director, officer, employee or agent of the Corporation. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in

view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.01 or 8.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director, officer, employee or agent of the Corporation. Except as provided in section 8.03 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

8.05 Determination That Indemnification Is Proper. Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01 or 8.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.



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8.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments,

penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

8.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 Insurance. The Corporation may purchase and maintain insurance on behalf of

any person who was or is a Director, officer, employee, or agent of the Corporation. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the state.

8.12 Changes in Law. If there are any changes in the statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

#### **ARTICLE 9 COMPENSATION**

When authorized by the Board, a person may be reasonably compensated for services rendered to the Corporation as an officer, Director, employee, agent, or independent contractor. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered; to reimburse for reasonable expenses; to indemnify pursuant to Article 8; and to make payments in furtherance of the lawful purposes of the Corporation.

#### **ARTICLE 10 FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31.

ARTICLE 11

AMENDMENTS

The Board of Directors at any regular or special meeting may amend or repeal these Bylaws, or adopt new Bylaws by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

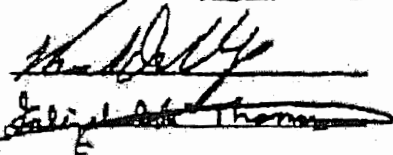

ARTICLE 12  
DISSOLUTION

12.01 The Board of Directors may dissolve the Corporation by a vote of a simple majority.

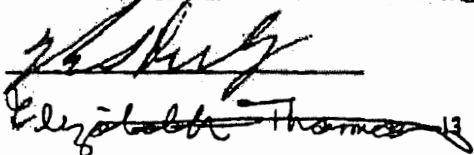

12.02 Upon dissolution, after payment of debts (including all outstanding loans), the Board shall distribute the remaining corporate assets to a tax-exempt organization (or tax-exempt organizations) having similar purposes as the Board may determine.

These Bylaws have been promulgated by the Incorporators of the Corporation as is evidenced by their signatures below. These Bylaws have also been adopted by the Board of Directors as is evidenced by their signatures below.

Adopted this 1st day of March, 2012, by the Incorporators:

  
\_\_\_\_\_  
  
\_\_\_\_\_

Adopted this 22 day of March, 2012, by the Board of Directors:

  
\_\_\_\_\_  
  
\_\_\_\_\_



**MINUTES OF THE MARCH 22, 2012 ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF**

**Home Care First, Inc.**  
(a Michigan nonprofit corporation; Michigan corporate id no. 71117M)  
(FEIN 32-0371977)  
(to be a tax exempt social welfare organization under IRC §501(c)(4))

The organizational meeting of the Board of Directors of Home Care First, Inc. (the "corporation") was telephonically held on the 22nd day of March, 2012. The meeting began at 11:30 a.m. and was Chaired by President DeLisle.

1. **Composition of the Board of Directors.** The Incorporators advised that the following Directors have been appointed to serve on the Board of Directors of the corporation:

Norman DeLisle, Jr. \_\_\_\_\_ Dohn Hoyle

Elizabeth Thomas

Director Elizabeth Thomas appointed Robert Allison as her Alternate Director.

2. **Attendance.** The following designated Directors were present telephonically:

Norman DeLisle, Jr. \_\_\_\_\_ Dohn Hoyle

Elizabeth Thomas \_\_\_\_\_

Also present telephonically was Alternate Director Robert Allison.

3. **Preliminary Matters, Formation and Purpose.** The Incorporators, Norman DeLisle, Jr., Dohn Hoyle and Elizabeth Thomas, called this initial meeting of the Board of Directors. The Incorporators signed the Articles of Incorporation and the Bylaws on March 1, 2012. The Articles were sent to the State of Michigan for filing on March 5 and March 6, 2012. The State filed and recorded the Articles on March 13,

2012 and assigned Michigan corporate id no. 71117M. A copy of the Articles of Incorporation bearing the State's filing endorsement were inserted into the Corporate Minute Book Binder at tab 1. A printout from the Michigan Department of Licensing and Regulatory Affairs, Corporations division, showing this corporation as an active Michigan nonprofit corporation, was inserted into the Corporate Minute Book Binder at tab 5.

The corporation is a Michigan nonprofit corporation. It was created to be an exempt organization pursuant to IRC §501(c)(4) as an exempt social welfare organization. The corporation's purpose is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, by, among other activities, educating the public and promoting public policies which support medical assistance programs in the State of Michigan that provide home personal assistance services to elderly persons and persons with disabilities, and to engage in any other lawful activities incidental to or related to the accomplishment of these purposes.

4. **Bylaws.** On March 1, 2012, the Incorporators adopted and executed Bylaws for the regulation and management of the affairs of the corporation. A copy of the Bylaws adopted by the Incorporators were inserted into the Corporate Minute Book Binder at tab 2.

Dohn Hoyle noted that Section 3.01 on page 1 of the Bylaws contained a typographical error (some language was unnecessarily repeated).

A motion was made by Elizabeth Thomas and seconded by Dohn Hoyle, and passed, to approve, adopt and confirm these Bylaws (with the correction noted on page 1) as the Bylaws now governing the corporation. The Directors signed the Bylaws on page 13, initialed the correction on page 1, and they were placed in the Corporate

Minute Book Binder.

5. **Officers.** The Directors selected Norman DeLisle, Jr. as the President and Elizabeth Thomas as the Secretary-Treasurer.

The designated officers thereupon assumed the discharge of the duties of their offices.

6. **Outstanding of Meeting Minutes.**

The Directors noted that the minutes of the March 1, 2012 meeting of the Incorporators are outstanding and will be provided and reviewed at a later time.

7. **Attorneys.** It was moved, seconded and passed, that the law firm of Klimist, McKnight, Sale, McClow & Canzano, P.C. be legal counsel for the corporation.

8. **Federal Employer Identification Number.** The Incorporators had instructed the attorney to apply for a Federal Employer Identification Number with the IRS. Over March 5-8, 2012, the attorneys and Norman DeLisle submitted materials and had communications with the IRS as to the application to the IRS for a FEIN (IRS Form SS-4). On March 8, 2012, the IRS assigned to the corporation the FEIN of 32-0371977. At tab 4 in the Corporate Minute Book Binder are various materials related to the IRS FEIN, including the revised IRS SS-4 Application faxed to IRS 3/7/2012; a note of the FEIN assigned over the phone on 3/8/2012; the IRS LTR 147C dated 3/13/2012 confirming assignment of the FEIN; and the IRS CP575E Notice dated 3/15/2012 notifying of assignment of FEIN. Norm DeLisle will provide these materials to any bookkeeper or accountant handling the financial affairs of the corporation.

Norm DeLisle reported that once the taxpayer identification number (i.e., the FEIN) was assigned, the Incorporators directed that a bank account be set up.

A bank account has been set up at Chase National Bank for Home Care First



Inc. The Bylaws require the Secretary-Treasurer to sign checks. Dohn Hoyle made a motion, seconded by Elizabeth Thomas, to authorize Robert Allison to sign checks as an alternate check signer when she is not available. Motion passed.

Dohn Hoyle made a motion, seconded by Elizabeth Thomas, to establish a policy that checks or wire transfers above \$5,000 must be expressly and specifically approved by the Board. Motion passed.

Dohn Hoyle made a motion, seconded by Elizabeth Thomas, to authorize Elizabeth Thomas to make wire transfers, as Secretary-Treasurer, when directed by the Board. Motion passed.

At this time, the authorized check signer will be Elizabeth Thomas, with Robert Allison as an alternate check signer. Only 1 signature will be required. As soon as practicable, all funds of the corporation should be deposited into that bank account.

Reports of receipts, disbursements and activity shall be periodically provided to the Board for the review, consideration, ratification and/or approval of the Directors.

The accountant for the corporation shall be Kushner, Kippelman & Taub, PLLC. in Farmington Hills, MI. The accountant will be sent a copy of the Corporate Minute Book Binder.

The Directors will discuss with the accountant how best to arrange for an annual financial statement and preparation of necessary tax forms.

9. **IRS Exempt Status.** The Board of Directors noted that their intention is to have this entity operate as an exempt social welfare organization under IRC §501(c)(4). The Board directed the attorney to begin the process of preparing the IRS Form 1024 (Application for Exempt Status as a §501(c)(4) exempt social welfare organization) to obtain formal recognition of this status from the IRS.

This IRS filing will require the completion of an IRS Form 2848 - Power of Attorney and Declaration of Representative - to authorize the attorney to communicate with the IRS and submit the application on behalf of the corporation.

A motion was made by Dohn Hoyle and seconded by Elizabeth Thomas, to approve Norman DeLisle, Jr. to execute the IRS 2848 on behalf of the corporation. Motion passed.

The IRS will require that an annual IRS Form 990 tax return (or 990-EZ as the case may be) be filed each year on or by May 15 (the fifteenth day of the fifth month after the end of the fiscal year (December 31)).

The corporation should review with its accountant the annual tax filing requirements for this entity and the due dates. When the IRS Form 990 (or 990 EZ) tax return is filed each year, a copy should be placed in the Corporate Minute Book Binder and a copy sent to the attorney and accountant.

10. **State Annual Filing Requirements for Nonprofit Corporations.**

The State of Michigan requires this nonprofit corporation to file an Annual Information Update Form each year on or by October 1. Each such filed form should be placed in the Corporate Minute Book Binder.

11. **Delegation of Certain Duties.**

The Board assigned Robert Allison, as an Alternate Director, the duties of calling and staffing meetings, keeping minutes, helping with other logistical needs and generally assisting the Board, reporting to the Board and under the Board's direction.

12. **Financial Reports of Receipts and Disbursements.**

The Directors received reports on the financial transactions of the corporation, including the solicitation of pledge commitments to support Home Care First Inc.'s

mission. It was noted that the Board anticipated receiving at least \$500,000 in contributions within the next couple months. It was noted that reports of receipts, disbursements and activity shall be periodically provided to the Board.

A motion was made by Dohn Hoyle, seconded by Elizabeth Thomas, to approve the corporation to make a wire transfer of \$450,000 to Citizens for Affordable Quality Homecare, a Ballot Question Committee, FEIN 61-1677867, once sufficient monies are available for the disbursement. Motion passed.

13. **Operations and Activities.**

The Directors discussed three projects and/or requests for financial support that they determined are in keeping with Home Care First's mission of educating the public and promoting public policies which support medical assistance programs in the State of Michigan that provide home personal assistance services to elderly persons and persons with disabilities. These are:

1) The Michigan Quality Community Care Council (MQC3), a public authority that has been operating a registry of screened home health care workers in an effort to link families with better, more reliable care. It was noted that the registry had recently been defunded by the Michigan Legislature and was soon going to run out of money to continue operating;

2) A Senior and Disability Voter Education Project being formed by a number of advocacy organizations in the state to inform Michiganders about issues facing them and their families in the lead up to the election, including threats to Medicare and Medicaid, the recently-passed senior pension tax, and legislative efforts to undermine

home care;

3) A Constitutional ballot measure to establish permanently a registry like that being run by the MQC3 and similar services, such as training, criminal background checks and collective bargaining rights. It was noted that a broad coalition of groups was beginning the effort to collect 322,000 qualified signatures to make it onto the November ballot, and that some paid signature-gathering may be needed.

The Board discussed these various projects and reviewed its anticipated financial contributions.

It is anticipated that by March 23, the corporation will have a balance of at least \$500,000.

A motion was made by Elizabeth Thomas, seconded by Dohn Hoyle, to approve the corporation to make a wire transfer of \$450,000 to Citizens for Affordable Quality Homecare, a Ballot Question Committee, FEIN 61-1677867.

Motion passed unanimously

14. **Annual meeting of Board of Directors.** The Directors were reminded that pursuant to the Bylaws, the Board is required to hold at least one meeting a year during the month of December. The Board will review calendars and will schedule a December 2012 meeting in the future.

Additional meetings will be scheduled on an as needed basis with proper notice to all Directors.

The Board also plans to meet again in early May after further fundraising efforts had been completed to review and determine which activities within the corporation's

Home Care First, Inc. (FEIN 32-0371977)  
Attachment to IRS Form 1024 (Appl. for Recognition of Exemption under IRC §501(c)(4) (Social Welfare Org.)

mission should be supported financially.

Upon a motion by Dohn Hoyle duly made and seconded by Elizabeth Thomas, it was resolved at 11:36 a.m. that the meeting of the Board of Directors be adjourned.

Motion passed.

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Submitted by: Elizabeth Thomas