

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

CHILDREN'S HOSPITAL OF MICHIGAN FOUNDATION

ID NUMBER: 780254

received by facsimile transmission on May 19, 2010 is hereby endorsed

Filed on May 20, 2010 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 20TH day of May, 2010.

A handwritten signature in black ink, appearing to read "A. Hughes", is written over a faint horizontal line.

Director

Bureau of Commercial Services

BCS/CD-515(Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a Subsequent effective date within 90 days after Received date is stated in the document.
Deanna Deldin, Clark Hill PLC	
500 Woodward Avenue, Suite 3500	
Detroit, MI 48226-3435	
	EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CHILDREN'S HOSPITAL OF MICHIGAN FOUNDATION
(a Michigan Nonprofit Corporation)**

Pursuant to the provisions of Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Amendment:

1. The present name of the Corporation is Children's Hospital of Michigan Foundation.
2. The identification number assigned by the Bureau is: 780254
3. Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

The corporation is organized upon a nonstock basis.

As of December 31, 2008, the Corporation had no real property assets and personal property assets consisting of savings and investments in the amount of \$5,211,261, notes and loans receivable in the amount of \$4,376 and pledges and accounts receivable in the amount of \$3,252,543.

The Corporation is financed through contributions and investment income.

The Corporation is organized on a directorship basis.

4. The foregoing amendment to the Articles of Incorporation was duly adopted on the 7th day of May, 2010, by the members at a meeting in accordance with section 611(2) of the Michigan Nonprofit Corporation Act.

Signed this 12 day of May, 2010.



By: Cynthia Ford, Chair

Its:

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

CHILDREN'S HOSPITAL OF MICHIGAN FOUNDATION

ID NUMBER: 780254

received by facsimile transmission on June 19, 2003 is hereby endorsed filed on June 23, 2003 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 23rd day of June, 2003.

A handwritten signature in black ink, appearing to read "Andrew L. Mitchell".

, Director

Bureau of Commercial Services

BCS/CD-502 (Rev. 08/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a Subsequent effective date within 90 days after Received date is stated in the document
Duane L. Tarnacki, Clark Hill PLC	
500 Woodward Avenue, Suite 3500	
Detroit MI 48226-3435	Effective Date

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CORPORATION IDENTIFICATION NUMBER

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ARTICLES OF INCORPORATION

OF

**CHILDREN'S HOSPITAL OF MICHIGAN FOUNDATION
(a Michigan Nonprofit Corporation)**

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended (the "Act"), the undersigned Corporation executes the following Articles:

ARTICLE I

The name of the Corporation is Children's Hospital of Michigan Foundation.

ARTICLE II

The Corporation is organized to receive and administer funds exclusively for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"). Pursuant to that purpose, the Corporation will:

- (a) Support pediatric patient care, pediatric medical education, pediatric research and prevention of childhood diseases and injuries for the children of Michigan, and particularly, the children of Wayne, Oakland and Macomb counties and the City of Detroit

by supporting Children's Hospital of Michigan ("Children's Hospital") consistent with its strategic plans and priorities and budget needs as adopted and amended from time to time;

- (b) Assist donors in fulfilling their philanthropic and charitable responsibilities and interests in support of these purposes;
- (c) Provide responsible financial stewardship;
- (d) Conduct activities and make distributions in accordance with the terms and conditions of restricted gifts made to the Corporation and not inconsistent with its corporate purposes;
- (e) If in the judgment of the Corporation, a restriction or condition on the distribution of funds for a specified purpose or to a specified organization becomes unnecessary, incapable of fulfillment or inconsistent with the purposes of the Corporation or the charitable needs of the community served, the Corporation may modify that restriction or condition in such a way as to carry out the donor's original intention as nearly as may be possible; and
- (f) Perform and engage in any and all lawful activities that may be incidental to or reasonably necessary for any of the foregoing purposes and have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations by the laws of the State of Michigan.

ARTICLE III

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Trustees, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

ARTICLE IV

The Corporation is organized on a non-stock basis.

The Corporation has no real property or personal property assets.

The Corporation is to be financed through contributions and investment income.

The Corporation is organized on a membership basis. The Membership will consist of not less than five nor more than nine persons.

A majority of the Members then in office will constitute a quorum at any meeting. Proxy voting will not be permitted.

ARTICLE V

The address of the registered office is 3901 Beaubien, Detroit, Michigan 48201-2196.

The name of the resident agent at the registered office is Richard L. Kramer.

ARTICLE VI

The name and address of the incorporator is Duane L. Tarnacki, 500 Woodward Avenue, Suite 3500, Detroit, Michigan 48226-3435.

ARTICLE VII

Except as otherwise provided by law, a volunteer Trustee, officer or Member of the Corporation is not personally liable to the Corporation or its Members for monetary damages for a breach of the volunteer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation or its Members for all acts or omissions of a volunteer Trustee incurred in the good faith performance of his or her duties as a Trustee.

The Corporation assumes the liability for all acts or omissions of a volunteer officer or Member, provided that:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;

- (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

ARTICLE VIII

Upon the termination, dissolution or winding up of the Corporation, all remaining assets of the Corporation will be distributed for the purposes for which the Corporation has been established as described in Section 501(c)(3) of the Code as determined by the Members.

Signed by the Incorporator this 19 day of June, 2003.



Duane L. Tarnacki