

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

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Date Received

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JUN 19 2003

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Administrator Chk#: 0109 Amt: \$10.00

BUREAU OF COMMERCIAL SERVICES
107, 889201

Name Mid-Michigan Land Conservancy		
Address P.O. Box 154		
City Okemos	State MI	Zip Code 48805-0154

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.

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:	<u>The Mid-Michigan Land Conservancy</u>
2. The identification number assigned by the Bureau is:	<u>889-201</u>
3. All former names of the corporation are:	<u>The Natural Areas Association</u>
4. The date of filing the original Articles of Incorporation was:	<u>October 1, 1979</u>

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:	<u>Mid-Michigan Land Conservancy</u>
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ARTICLE II

The purpose or purposes for which the corporation is organized are:
1. To conserve natural, scenic, recreational, and agricultural lands and their natural diversity in mid-Michigan so rural landscapes are preserved, and
2. To encourage and promote the preservation of these lands and their natural diversity through education and other assistance.

ARTICLE III

- 1. The corporation is organized on a nonstock basis.
(stock or nonstock)
- 2. If organized on a stock basis, the aggregate number of shares which 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 are as follows:

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

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

None

(The valuation of the above assets was as of April 17, 2003)

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

donations from the public

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

- 1. The address of the registered office is:

2915 Margate Lane East Lansing, Michigan 48823-9709
(Street Address) (City) (ZIP Code)

- 2. The mailing address of the registered office, if different than above:

P.O. Box 154 Okemos, Michigan 48805-0154
(Street Address or P.O. Box) (City) (ZIP Code)

- 3. The name of the resident agent is: Paul K. Kindel

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

Any proposed amendment to the Articles of Incorporation must be submitted to the President in writing. No more than 30 days after submission, a meeting of the Board shall be called for the purpose of considering the amendment. Members of the Board shall be informed of the proposed amendment and the meeting in writing at least ten (10) but not more than (30) days in advance of the meeting. The affirmative vote of a least three-fourths (3/4) of the Directors present and voting shall be required to adopt an amendment to the Articles of Incorporation. See Addendum for additional Articles.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 17th day of April, 2003 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and: (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 organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 23 day of May, 2003

By Paul K Kindel
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Paul K. Kindel
(Type or Print Name)

President
(Type or Print Title)

Preparer's name Paul K. KindelBusiness telephone number (517) 332-3091

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 Bureau of Commercial Services. 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. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). 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 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.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed in ink by an authorized officer or agent.
Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Consumer & Industry Services
Bureau of Commercial Services
Corporation Division
7150 Harris Drive
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 VISA or Mastercard
when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6420, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 241-9845

Article VI. Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a Corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article VII. Liability of Volunteer Director

No member of the Board of Directors who is a volunteer director, as that term is defined in the Michigan Non-profit Corporation Act ("the Act"), shall be personally liable to this Corporation or its members for monetary damages for a breach of the Director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a Director for any of the following:

- (i) a breach of the Director's duty of loyalty to the Corporation or its members,
- (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law,
- (iii) a violation of Section 551 (1) of the Act,
- (iv) a transaction from which the Director received improper personal benefit, or
- (v) an act or omission that is grossly negligent.

Article VIII. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations, organized and operated for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.