

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

OTSEGO COUNTY COMMISSION ON AGING

ID NUMBER: 70821N

received by facsimile transmission on June 8, 2010 is hereby endorsed

Filed on June 8, 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 8TH day of June, 2010.

Director

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received

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

Name

Ronald J. Kirkpatrick

Address

213 East Main, Second Floor

City

Gaylord

State

Michigan

ZIP Code

49735

EFFECTIVE DATE:

[Empty box for effective date]

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

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:

OTSEGO COUNTY COMMISSION ON AGING

ARTICLE II

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

(see attached ARTICLE II)

ARTICLE III

1. The corporation is organized upon a Nonstock basis.
(Stock or Nonstock)

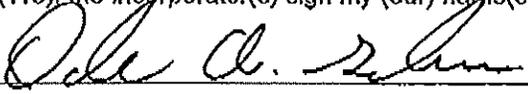
2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

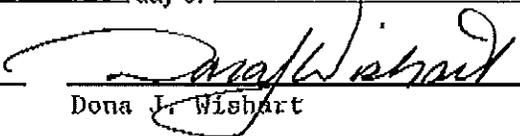
_____. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

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.

(see attached ARTICLES II, VI, VII, VIII, IX, X, XI, XII and XIII)

I, (We), the incorporator(s) sign my (our) name(s) this 7th day of June, 2010


Dale A. Gehman


Dona J. Wishart

ARTICLE II

The purposes for which the Corporation is organized are:

- (A) The Corporation is organized exclusively for the charitable purposes of receiving and administering funds, operating programs and deploying resources for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or substantially similar provisions of any future federal tax law (hereinafter in this Article II collectively referred to as "Section 501(c)(3) of the Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (B) Developing, implementing and administering services and programs to meet the needs of adults fifty-five (55) years of age and older; developing community awareness of the potentialities, special needs and problems of such individuals; coordinating community services benefiting such individuals; ascertaining and providing services as will enlarge the opportunity for such individuals to use their abilities in community service; and cooperating with other community organizations that deal with such individuals.
- (C) Using or making available its funds, facilities, property, personnel and other resources in ways which reduce the burden of federal, state and/or local government in addressing the special needs of adults fifty-five (55) years of age and older and for the benefit of other organizations which are exempt from tax under Section 501(c)(3) of the Code, in furtherance of such other organizations' tax exempt purposes.
- (D) To receive and administer funds, to acquire, invest, dispose of and deal with real and personal property and interest therein, and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the purposes of the Corporation, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VI

No member of the Board of Directors of the Corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), or a volunteer officer, shall be personally liable to the Corporation or to its members or to other directors for monetary damages for a breach of fiduciary duty as an officer or director arising under applicable law. Provided, however, this Article shall not eliminate or limit the liability of a director for any of the following:

- (A) a breach of the director's duty of loyalty to the Corporation, its other directors or its members;

- (B) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (C) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended;
- (D) a transaction from which the director or officer derives an improper personal benefit;
- (E) an act or omission occurring before the effective date of the provision for limited liability; or
- (F) an act or omission that is grossly negligent.

ARTICLE VII

In the event the Michigan Nonprofit Corporation Act is amended after the approval of this Article to authorize corporate action further eliminating or limiting the personal liabilities of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as amended. Any repeal, modification or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal, modification or adoption. As used in this Article, the term "director" means "volunteer director" as defined in the Michigan Nonprofit Corporation Act.

ARTICLE VIII

The Corporation assumes all liability to any person other than the Corporation and its other directors or members for all acts or omissions of a director who is a volunteer director, as defined in the Act, on behalf of the Corporation, incurred in the good faith performance of the director's or officer's duties on or after the date of filing these Articles of Incorporation. No claim for monetary damages for a breach of a director's duty to any such person shall be brought or maintained against a director. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the Corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, repeal, modification or adoption. As used in this Article, the term "director" includes a "volunteer director" as defined in the Michigan Nonprofit Corporation Act.

ARTICLE IX

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether formal or informal, and whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation, or of any corporation, partnership, joint venture, trust employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. Additionally:

- (A) The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service, whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.
- (B) The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.
- (C) The right of indemnification provided pursuant to this Article shall not be exclusive, and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE X

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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), with preference to be given to another like 501(c)(3) in Otsego County or a government or municipality with like interests.

ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation for one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided in Code Section 501(h), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XII

The Corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

- (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 and wanton misconduct.
- (D) The volunteer's conduct was not an intentional tort.
- (E) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed, as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being MCLA 500.3135, as amended.

ARTICLE XIII

Any action required or permitted by the Nonprofit Corporation Act of Michigan to be taken at any meeting of the Board or of a committee may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.