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ARTICLES OF INCORPORATION

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FOR

MICHIGAN DEPT. OF COMMERCE

ALPINE REGIONAL EDUCATION CENTER

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

A NONPROFIT CORPORATION

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

ARTICLE I

856 219

The name of the corporation is:

ALPINE REGIONAL EDUCATION CENTER ✓

A NONPROFIT CORPORATION

ARTICLE II

The purpose for which the corporation is organized is to provide for the furtherance of educational opportunities for individuals, to foster educational opportunities available to employees by ensuring that employers have access to adequate physical facilities and educational corporations, to build, lease, rent, alter, own, and otherwise operate one (1) or more physical facilities in which to provide educational opportunities, to coordinate educational programs between various schools, academies, colleges, educational corporations, and other institutions of learning, and to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts, grants, loans or other funds received from federal, state and/or local governments and property of any sort without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for the purposes stated above.

ARTICLE III

The corporation is organized upon a non-stock basis, and has no real property assets or personal property assets. The corporation is to be financed by gifts, devises, legacies, bequests, endowments, from those persons or entities who may have interest in fostering the purposes of this organization, together with such income as may be derived from the lease or rental of physical facilities to educational corporations for educational purposes.

The non-stock corporation is organized upon a directorship basis, and shall not have members.

ARTICLE IV

1. The address of the registered office is 125 South Otsego, Gaylord, Michigan 49735.

2. The mailing address of the registered office is P.O. Box 513, Gaylord, Michigan 49735.

3. The name of the resident agent at the registered office is PAUL BEACHNAU.

ARTICLE V

The name and address of the incorporator is CONRAD SCHAFFER, P.O. Box 310, Gaylord, Michigan 49735.

ARTICLE VI

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 C (3) of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter be amended from time to time.

ARTICLE VII

Upon the dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors of the corporation, but all such property and proceeds, subject to the discharge of valid obligations of the corporation, and to the applicable provisions of the Michigan Nonprofit Corporation Law, shall be distributed as directed by the members of the corporation among one or more corporations, trust, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which insure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any

political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, as hereafter specified, a person who is or was a director of the corporation, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the corporation against the person, against expenses, including actual reasonable attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere shall not of itself create a presumption that the person either did not act in good faith or had reasonable cause to believe that the conduct was unlawful as above-described.

A person as above defined, shall be further indemnified against expenses, including actual and reasonable attorney fees incurred in connection with a successful action, suit or proceeding brought to enforce these mandatory indemnification provisions.

The corporation may indemnify the person for that portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which a person is entitled to indemnification under its article, in those situations where there are additional claims or amounts paid not coming within the terms of this indemnification provision.

A determination may be made in any of the same ways as hereafter described to pay said expenses incurred in defending an action, suit or proceeding against a person in advance of the final disposition of same upon receipt of an agreement from said person to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The agreement for repayment shall be by unlimited general obligation to the person on whose behalf advances are made, but need not be secured.

The decision to indemnify a person 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 the action, suit or proceeding.

b. If a quorum is not obtainable, then by majority vote of a committee of directors who are not parties to the action, suit or proceeding, but not less than two (2) disinterested directors.

c. By independent legal counsel in a written opinion.

The indemnification or advancement of expenses provided herein is not exclusive of other rights to which a person may be entitled under those Articles of Incorporation, By-Laws, or any contractual agreements, including insurance contracts which are deemed to be primary in responsibility for payment of expenses and attorney fees.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director of the corporation against any liability asserted against the person and whether or not the corporation would have power to indemnify the person against such liability under this Article of the law.

These indemnification provisions shall continue as to a person who ceases to be a director and shall inure to the benefit to the persons heirs and administrators.

A volunteer director shall not be personally liable to this corporation or members for monetary damages for a breach of the director's fiduciary duty, except for any of the following:

a. A breach of the director's duty of loyalty to the corporation or its membership.

b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

c. A violation of Section 551 (1) of the Michigan Non-Profit Corporation Act.

d. A transaction from which the director derived an improper personal benefit.

e. An act or omission occurring before January 1, 1990.

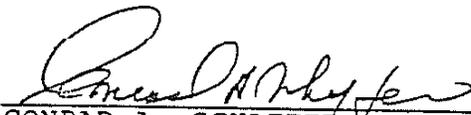
f. A act or omission that is grossly negligent.

Any repeal or amendment to this Article by the corporation shall not adversely affect or alter the rights of any volunteer director of the corporation existing at the time of any act or omission.

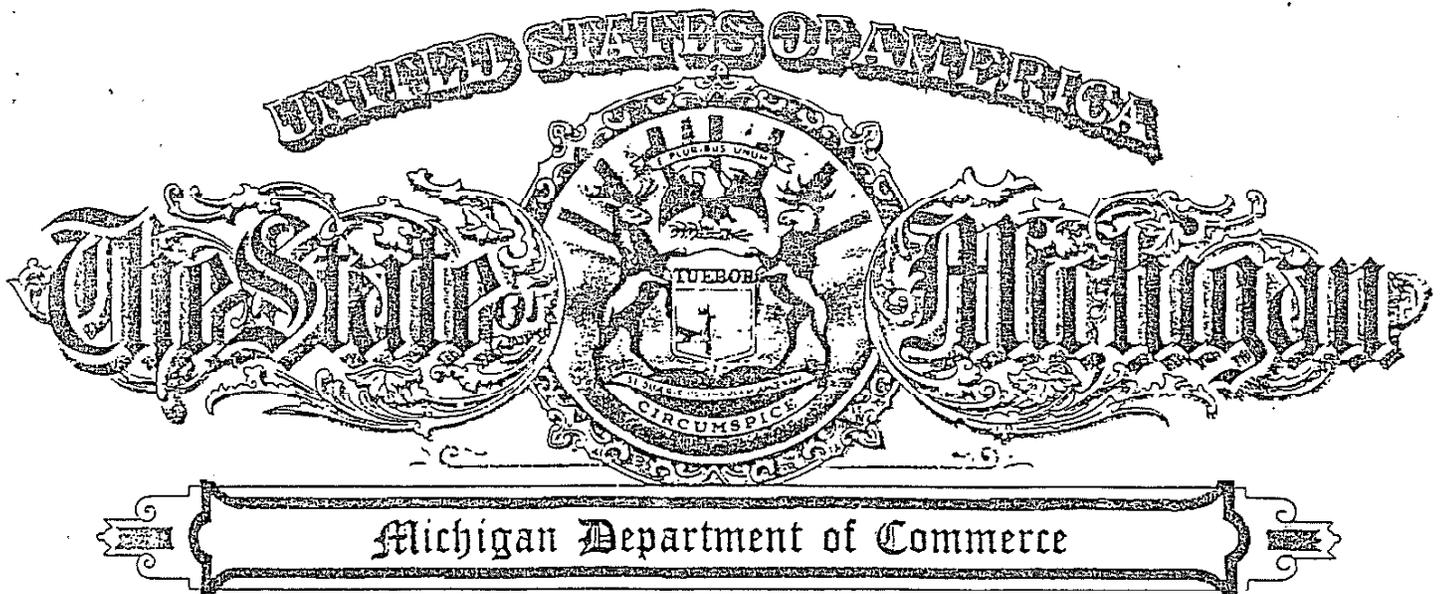
The corporation shall assume all liability to any person other than the corporation existing at the time of any act or omission.

The corporation shall assume all liability to any person other than the corporation, or its membership for all acts or omissions of a volunteer director occurring on or after January 1, 1990. In accordance with the Michigan Non-Profit Corporation Act, any such claim shall therefore be brought or maintained instead against the corporation, which shall therefore be liable for the breach of the volunteer director's duty except as above defined.

I, the incorporator sign my name this 26th day of Oct. 1989.



CONRAD A. SCHAFFER



This is to Certify That Articles of Incorporation of

ALPINE REGIONAL EDUCATION CENTER

were duly filed in this office on the 3RD *day of* NOVEMBER , 19 89 ,
in conformity with Act 162, Public Acts of 1982.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department
in the City of Lansing, this 3RD *day*
of NOVEMBER , 19 89

CHIEF DEPUTY

A handwritten signature in black ink, appearing to be 'R. J. ...', written over a horizontal line.

Director