



MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

Date Received

MAR 17 1993

MAR 17 1993

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

CORPORATION IDENTIFICATION NUMBER

716-909

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on 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:

Livonia Community Foundation ✓

ARTICLE II

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

See Attached Article II.

ARTICLE III

The corporation is organized upon a nonstock basis.
(stock or nonstock)

1. 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:

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ARTICLE III (con't)

2. 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:

The method of financing shall be through public and private donations, pledges, subscriptions, gifts, bequests, legacies, and trusts created allotted or set aside for the corporation and fund raising activities.

d. The corporation is organized on a directorship basis.

(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

32900 Five Mile Road Livonia, Michigan 48154
(Street Address) (City) (ZIP Code)

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

, Michigan
(P.O. Box) (City) (ZIP Code)

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

William C. Fried

ARTICLE V

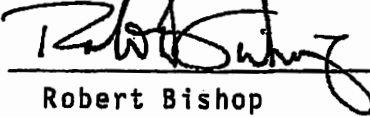
The name(s) and address(es) of all the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Robert Bishop	33000 Civic Center Drive Livonia, MI 48154
Kenneth Hale	15435 Middlebelt Road Livonia, MI 48154
William Fried	32900 Five Mile Road Livonia, MI 48154
Gerald Bagazinski	32900 Five Mile Road Livonia, MI 48154
Michael McGee	11041 Arden Livonia, MI 48154
Robert Bennett	33000 Civic Center Drive Livonia, MI 48154
Lyn Bankes	511 Olds Plaza Bldg. Lansing, MI 48909

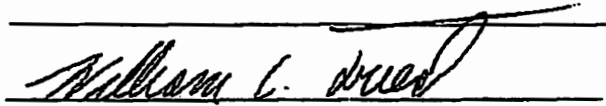
Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

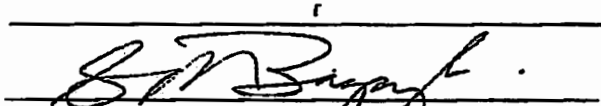
See Attached Article VI
See Attached Article VII
See Attached Article VIII
See Attached Article IX

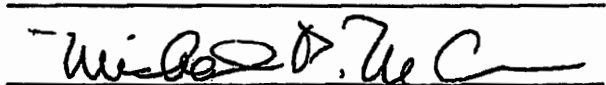
I (We), the incorporator(s) sign my (our) name(s) this 25th day of February, 19 93

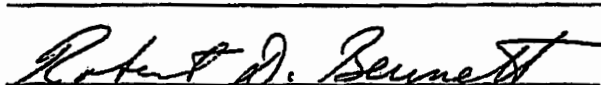

Robert Bishop


Kenneth Hale


William C. Fried


Gerald A. Bagazinski


Michael P. McGee


Robert Bennett


Lyn Bankes

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

Fried & Associates, P.C.

William C. Fried, Esq.
Fried & Associates, P.C.
32900 Five Mile Road
Livonia, MI 48154

Preparer's name and business telephone number:

Gerald A. Bagazinski

(313) 522-2247

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, 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 the Act by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. **ARTICLE II** — The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. **ARTICLE III** — The corporation must be organized on a stock or nonstock basis. Complete Article III(1) or III(2) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc.
6. **ARTICLE IV** — A post office box may not be designated as the street address of the registered office.
7. **ARTICLE V** — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
8. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
9. This document must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
10. **FEES:** Filing fee & Franchise fee (Make remittance payable to State of Michigan) ... \$20.00
11. Mail form and fee to:
MICHIGAN DEPARTMENT OF COMMERCE
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6646 Mercantile Way
Lansing, Mi 48909
Telephone: (517) 334-6302

LIVONIA COMMUNITY FOUNDATION

ARTICLES OF INCORPORATION

ATTACHMENT TO THE ARTICLES OF CORPORATION

ARTICLE II

CORPORATE PURPOSE AND POWER

CORPORATE PURPOSE

The purpose of the Livonia Community Foundation shall be to receive and administer funds which support and assist, and to make grants and gifts in aid and support and assistance of the following:

1. Promotion and development of community resources, properties and civic treasures.
2. Promotion, support and development of public interest of the arts and other local cultural undertakings
3. Promotion of programs for the welfare of the community and the needs of its citizens.

CORPORATE POWERS

The Corporation is exclusively formed for any purpose permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and may carry on any activities permitted pursuant thereto. Subject to the Limitations contained in the previous sentence, the Corporation may also carry on any activities permitted pursuant to Michigan Law including but not limited to the exercise of the following corporate powers to that end:

A. To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and, generally, to make and perform agreements and contracts of every kind and description.

B. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

C. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations in similar businesses, to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds, or other obligations are held or in any manner

guaranteed by the Company, or in which the Company is in any way interested, to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations; to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers therein; to guarantee the payment of dividends upon any stock, or the principal or interest, or both, of any bonds or other obligations and the performance of any contracts.

D. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in act or acts, thing or things, incident or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided, the same be not inconsistent with the laws under which this Corporation is formed.

E. The business of the Corporation is from time to time to do any one or more of the acts and things hereinabove set forth, or authorized by the Michigan Business Corporations Act, and it shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Michigan, and in various other states, territories, colonies and dependencies of the United States, and in the District of Columbia, and in all or any foreign countries.

LIVONIA COMMUNITY FOUNDATION

ATTACHMENT TO ARTICLES OF INCORPORATION

ARTICLE VI

RESTRICTIONS AND DISSOLUTION

A. RESTRICTIONS ON OPERATIONS

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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.

(2) 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.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) 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 (b) 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).

B. DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or distribute such assets to the Federal government, or to a state or local government, for a public purpose, 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 qualify under Internal Revenue Code Section 501(c)(3)

LIVONIA COMMUNITY FOUNDATION

ATTACHMENT TO ARTICLES OF INCORPORATION

ARTICLE VII

LIABILITY LIMITATIONS

A volunteer director of the Corporation shall not be personally liable to the Corporation or its directors or members for monetary damages for a breach of fiduciary duty as a director, except for liability:

- (a) For any breach of the director's duty of loyalty to the Corporation or its directors or members;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Resulting from a violation of Section 551(1);
- (d) For any transaction from which the director derived an improper personal benefit; or
- (e) An act or omission that is grossly negligent.

In the event the Michigan Non-profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Non-profit Corporation Act, as so amended. Any repeal, modification or adoption of any provision 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 such repeal, modification or adoption.

LIVONIA COMMUNITY FOUNDATION

ARTICLES OF INCORPORATION

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ARTICLE VIII

BOARD VOTING

Any action required or permitted to be taken at an annual or special meeting of the Board may be taken without a meeting without prior notice and without a vote, if a consent in writing setting forth the action taken is signed by the voting members having not less than the minimum required number of votes that would be necessary to authorize or take the action at a meeting at which all the members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than the unanimous written consent shall be given to members who have not consented in writing.

LIVONIA COMMUNITY FOUNDATION
ARTICLES OF INCORPORATION
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ARTICLE IX

**SUPER MAJORITY FOR AMENDMENT
TO ARTICLES**

The Articles of Incorporation of the Corporation may be revoked, amended or modified only upon the vote of Sixty-Seven (67%) Percent of the Board of Directors where a quorum is present or consent in writing by Sixty-Seven (67%) Percent of the Board of Directors.