

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

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Name

Celeste E. Arduino / BODMAN PLC

Address

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City

Detroit

State

MI

ZIP Code

48226

EFFECTIVE DATE:

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**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:

Lansing's Westside Commercial Association

2. The identification number assigned by the Bureau is:

70776Y

3. All former names of the corporation are:

n/a

4. The date of filing the original Articles of Incorporation was: 2/10/2011

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:

Lansing's Westside Commercial Association

ARTICLE II

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

see attachment

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 December 31, 2011)
The corporation is to be financed under the following general plan:
Contributions and grants from governments, foundations, corporations, individuals and others, and income from the performance of its exempt activities.

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

ARTICLE IV

1. The name of the resident agent is: Lisa Benck

2. The address of the registered office is:
611 North Sycamore Street Lansing, Michigan 48933
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:
P.O. Box 13243 Lansing, Michigan 48901
(Street Address or P.O. Box) (City) (ZIP Code)

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

see attachment

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO **NOT** FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED 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 _____ day of _____, _____, 2012, 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 _____ day of _____, _____, 2012

By _____
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Lisa Benck, President
(Type or Print Name) (Type or Print Title)

**ATTACHMENT TO
RESTATED ARTICLES OF INCORPORATION FOR
LANSING’S WESTSIDE COMMERCIAL ASSOCIATION**

ARTICLE II

The purposes for which the corporation is organized are:

A. To receive and administer funds and property and to operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and, in particular, to:

- (1) Promote the historic preservation, protection and use of the buildings within the area of Lansing, Michigan bound by West Maple Street, North Grand Avenue, Genesee Street and Stanley Street (“Lansing’s Westside”);
- (2) Combat the physical, economic and social deterioration of the neighborhoods and commercial areas within Lansing’s Westside, thereby supporting community-based revitalization and promoting safety while lessening the burdens of government; and
- (3) Educate members of the public through meetings, tours and other activities designed to enhance the understanding and appreciation of the history, culture and architecture of, and combat community deterioration within, Lansing’s Westside.

B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Internal Revenue Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE VI

A. No member of the Board of Directors of the corporation who is a volunteer director and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the “Act”), shall be personally liable to the corporation or its members for monetary damages for a breach of the director’s or officer’s fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:

- (1) a breach of the director’s or officer’s duty of loyalty to the corporation or its members,

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- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- (3) a violation of section 551(1) of the Act,
- (4) a transaction from which the director or officer derived an improper personal benefit,
- (5) an act or omission occurring before the filing of these restated articles of incorporation, or
- (6) an act or omission that is grossly negligent.

B. The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after the date of incorporation and incurred in the good faith performance of the volunteer director's duties. However, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

C. The corporation shall assume all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, as those terms are defined in the Act, occurring on or after the filing of these restated articles of incorporation if all of the following are met:

- (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (2) the volunteer was acting in good faith,
- (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- (4) the volunteer's conduct was not an intentional tort, and
- (5) 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 section 500.3135 of the Michigan Compiled Laws.

However, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

D. If the liability of a volunteer director or volunteer officer might be limited or eliminated under more than one of paragraphs A, B, and C above, then the provision or provisions offering the maximum protection to the director or officer will apply.

E. If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors, officers, or other volunteers of

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nonprofit corporations, then the liability of the corporation's directors, officers, and other volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination, or assumption of liability is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code. No amendment or repeal of this Article will have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 above. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include corresponding sections of any future federal tax code.

ARTICLE VIII

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government or to a state or local government, for a public purpose. 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 such court shall determine, that are organized and operated exclusively for such purposes.