



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of
CLINTON RIVER WATERSHED COUNCIL

were duly filed in this office on the 13th day of September, 1993,
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 13th day
of September, 1993.

Carl L. Lipp, Director
Corporation & Securities Bureau

ADJUSTED TO AGREE
WITH BUREAU RECORDS

FILED

JAN 17 1996

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

RECEIVED

JAN 11 1996

MICHIGAN DEPT. OF COMMERCE
CORPORATION & SECURITIES BUREAU

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
CLINTON RIVER WATERSHED COUNCIL**

Pursuant to the provisions of Act 162, Public Acts of 1982 (the "Act"), the under-
signed nonprofit corporation executes the following Certificate:

1. The present name of the corporation is the Clinton River Watershed Council.
2. The identification number assigned by the Bureau is 708-901.
3. The location of the registered office is 1970 East Auburn Road, Rochester Hills, Michigan 48307-4803
4. Article VI of the Articles of Incorporation is hereby amended to add a new Section 6.6 to read in its entirety as follows:

"The corporation shall assume the liability for all acts or omissions of a non-director volunteer, as that term is defined in the Act, occurring on or after the effective date of the filing of these 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 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 Code."

The foregoing amendment to the Articles of Incorporation was duly adopted on July 12, 1995. The amendment was duly adopted by the unanimous vote of the directors pursuant to the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

Signed on November 7, 1995

By. 

Erich Ditschman
President ✓

Name of person or organization remitting fees:
Clinton River Watershed Council

Preparer's name and business telephone number:
Jodee Fishman Raines (313) 393-7590

Bodman, Longley & Dahling LLP
Suite 3400
100 Renaissance Center
Detroit, MI 48243

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
SEP 09 1993		

FILED

SEP 13 1993

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name Clinton River Watershed Council		
Address 8215 Hall Road		
City Utica	State Michigan	ZIP Code 48317-5583

Document will be returned to the name and address you enter above.

EFFECTIVE DATE:

708-901

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: Clinton River Watershed Council

ARTICLE II

The purpose or purposes for which the corporation is organized are: Said corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code of 1954. The Council serves as a forum for all interested parties and provides comprehensive river resource management services and education to protect, preserve and improve the Clinton River and its watershed for the benefit of individuals, businesses, governments, and organizations.

ARTICLE III

The corporation is organized upon a Non-stock 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:

CW

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.

Article 6 - Limitations

6.1 Purposes. This corporation is organizaed exclusively for charitable, educational, and scienfic purposes, 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 corresponding section of any future federal tax code.

6.2 Private Gain. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 herein.

6.3 Activities. 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 statemens) 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 inclome tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corpor- ation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6.4 Dissolution. Upon the dissolution of the corporation, assests shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax 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 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 organi- zations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6.5 Liability. Except as otherwise provided by law, a volunteer director of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty. To the extent permitted by law, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director. Members of the corporation shall have no personal liability for corporate obligations.

Article 7 - Amendments

These Articles of Incorporation may be amended by either written consent of two thirds of the members or by a two thirds vote of the members present and voting at a duly called membership meeting. Copies of proposed amendments shall be sent to the members at least 3 weeks before the meeting at which the amendments are to be considered.

I (We), the incorporator(s) sign my (our) name(s) this 30 day of August, 19 93

Sherald A. Carvey
Peggy B. Johnson

Name of Person or Organization
Remitting Fees:

Peggy Bi Johnson

Clinton River Watershed Council

Preparer's Name and Business
Telephone Number:

Erich Ditschman

(313) 739-2507

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 on the front 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 Act 162, P.A. of 1982, 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. The dollar value must be included.
6. Article IV — A post office box may not be designated as the 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. Filing fee & Franchise fee (Make remittance payable to State of Michigan. Include corporation name on check or money order) \$20.00

11. Mail form and fee to:
 Michigan Department of Commerce
 Corporation and Securities Bureau
 Corporation Division
 P.O. Box 30054
 Lansing, Michigan 48909-7554
 Telephone: (517) 334-6302

The office is located at:
 6546 Mercantile Way
 Lansing, MI 48910



This form must be kept by the seller when making tax exempt sales. The exempt organization may reproduce this form.



STATE OF MICHIGAN

DEPARTMENT OF TREASURY

TREASURY BUILDING

LANSING, MICHIGAN 48922

JOHN ENGLER, Governor
DOUGLAS B. ROBERTS, State Treasurer

NP-0011738

THIS EXEMPTION/FORM IS NOT TRANSFERABLE TO ANOTHER INDIVIDUAL OR ENTITY.

Effective Date February 5, 1993

CLINTON RIVER WATERSHED COUNCIL, INC
~~1970 E. AUBURN RD.~~
~~ROCHESTER HILLS, MI 48307~~

CLINTON RIVER WATERSHED COUNCIL
101 Main Street, Suite 100
Rochester, MI 48307-2098

This letter serves as notice to a seller that your organization qualifies to buy goods and services without paying the Michigan sales or use tax. **TREASURY DOES NOT ISSUE TAX EXEMPT NUMBERS.**

To buy goods and taxable services without paying a sales or use tax, present:

- a copy of this letter, and
- a completed certificate (below) certifying to the seller that the goods or services being purchased are for purposes of the organization and are being paid for from organizational funds. The seller must keep a copy of this certificate with the record of the sale.

Please note the following.

- This exemption does not apply to the purchase of tangible personal property or to the purchase of vehicles that are not used primarily to carry out the purposes of your organization as stated in your bylaws or articles of incorporation.
- Employees or members may NOT use this exemption to purchase goods or services for personal use.

The Michigan Department of Treasury may review your exempt status at any time to verify your eligibility. If the Internal Revenue Service revokes your exempt status, if a Treasury audit discovers non-exempt status, or if for any other reason your organization no longer qualifies for exemption, then your organization is subject immediately to sales or use tax on its purchases.

Please notify us if you have a name or address change. If you have questions, please contact this office at 517 - 373-3190.

Sincerely,

Dale P. Vettel, Administrator
Sales, Use and Withholding Taxes Division

CERTIFICATE REQUIRED FOR TAX-EXEMPT SALES

I certify that the item or items being purchased are to be used or consumed in connection with the operation of the exempt institution or agency named above and that the consideration for this purchase moves from the funds of the designated institution or agency. In the event this claim is disallowed, the transferee promises to reimburse the seller for the amount of tax involved.

Signature of Authorized Representative of Non-Profit Organization	Date
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