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Document Review

AUG 27 1999

(Non-Profit Domestic Corporation)

FILED

ARTICLES OF INCORPORATION

AUG 31 1999

OF

MI DEPT. OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEV. BUREAU

GUARDIAN ANGEL FOUNDATION

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, corporation executes the following articles:

ARTICLE I.

The name of the corporation is Guardian Angel Foundation.

ARTICLE II.

The purposes for which the corporation is organized is to receive and administer funds to benefit children from the Lake Orion, Oxford and Brandon, Michigan areas who have incurred significant medical bills not covered by insurance.

ARTICLE III.

The name and address of the incorporator is:

James J. Van Eman, III, 135 North Avenue, Mt. Clemens, Michigan 48043.

ARTICLE IV.

The names and addresses of the first Board of Directors are as follows:

Cathy Causley Campbell, 3111 Woodcreek Way, Bloomfield Hills, Michigan 48304.

Scott Campbell, 3111 Woodcreek Way, Bloomfield Hills, Michigan 48304.

ARTICLE V.

The corporation is organized upon a nonstock membership basis. The corporation possesses the following assets:

Real property: none.

Personal property: none.

The corporation is to be financed under the following general plan: contributions will be sought from the public, corporations, foundations, individuals, units of government, and other entities.

ARTICLE VI.

The address of the initial registered office is 10 Park Boulevard, Lake Orion, Michigan 48362.

The mailing address of the initial registered office is 10 Park Boulevard, Lake Orion, Michigan 48362.

The name of the initial resident agent at the registered office is Cathy Causley Campbell.

ARTICLE VII.

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. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of the propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and 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 (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code

or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VIII.

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 this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that 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;
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 articles of incorporation; or
6. an act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, or a volunteer officer incurred in the good faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any

liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in this paragraph, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it has inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax doe. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation on for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE IX.

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions 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.

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.

ARTICLE X.

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not 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 that the court shall determine and that are organized and operated exclusively for such purposes.

These Articles of Incorporation are signed by the incorporator on August 16,
1999.


James J. Van Eman, III
Incorporator

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES									
Date Received SEP 30 2008	(FOR BUREAU USE ONLY)								
<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>									
<p>FILED SEP 30 2008 Administrator BUREAU OF COMMERCIAL SERVICES</p>									
<table border="1" style="width: 100%;"> <tr> <td colspan="2">Name John R. Stoller</td> </tr> <tr> <td colspan="2">Address 3075 Woodcreek Way</td> </tr> <tr> <td>City Bloomfield Hills, MI 48304</td> <td>State MI</td> </tr> <tr> <td colspan="2">Zip Code 48304</td> </tr> </table>		Name John R. Stoller		Address 3075 Woodcreek Way		City Bloomfield Hills, MI 48304	State MI	Zip Code 48304	
Name John R. Stoller									
Address 3075 Woodcreek Way									
City Bloomfield Hills, MI 48304	State MI								
Zip Code 48304									
<p>EXPIRATION DATE: DECEMBER 31, 2013</p>									

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

CERTIFICATE OF ASSUMED NAME

For use by Corporations, Limited Partnerships and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

1.	The name of the corporation, limited partnership, or limited liability company is:	
	Guardian Angel Foundation	
2.	The identification number assigned by the Bureau is:	762903
3.	The assumed name under which business is to be transacted is:	
	Gifts For All God's Children	
4.	This document is hereby signed as required by the Act.	

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 30th day of September, 2008

By Patricia S. Jacques
(Signature)

Patricia S. Jacques

(Type or Print Name)

President

(Type or Print Title or Capacity)

(Limited Partnerships Only - Indicate Name of General Partner if the General Partner is a corporation or other entity)

\$10.00 OAHJ 114091

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received

(FOR BUREAU USE ONLY)

SEP 30 2008

FILED

SEP 30 2008

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

Administrator
BUREAU OF COMMERCIAL SERVICES

Name John R. Stoller		
Address 3075 Woodcreek Way		
City Bloomfield Hills, MI	State MI	ZIP Code 48304

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

EFFECTIVE DATE:

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **Guardian Angel Foundation**

2. The identification number assigned by the Bureau is:

762903

3. Article II of the Articles of Incorporation is hereby amended to read as follows:

Article II. The purposes for which the corporation is organized are to receive and administer funds to benefit (a) children who have incurred significant medical bills not covered by insurance, and (b) children in need with gifts and assistance.

GW \$10.00 CA/HJ 114091

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 30th day of September, 2008 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders 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 members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 30th day of September, 2008

By Patricia S. Jacques
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Patricia S. Jacques

(Type or Print Name)

President

(Type or Print Title)

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the CERTIFICATE OF TERMINATION OF ASSUMED NAME

for

GUARDIAN ANGEL FOUNDATION

ID NUMBER: 762903

received by facsimile transmission on October 15, 2013 is hereby endorsed

Filed on October 16, 2013 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 16TH day of October, 2013.



**Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau**

CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

Date Received	(FOR BUREAU USE ONLY)
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 Jennifer Stallings	EFFECTIVE DATE:
Address 500 Woodward Ave. Suite 4000	
City State ZIP Code Detroit, MI 48226	

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

CERTIFICATE OF TERMINATION OF ASSUMED NAME
For use by Corporations, Limited Partnerships and Limited Liability Companies
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned execute the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is: <u>Guardian Angel Foundation</u>
2. The identification number assigned by the Bureau is: <u>762903</u>
3. The assumed name to be terminated is: <u>Gifts For All God's Children</u>
4. The Certificate of Assumed Name filed on the <u>30th</u> day of <u>September</u> , <u>2008</u> is hereby terminated.
5. This document is hereby signed as required by the Act.

Signed this 15 day of October, 2013

By Patricia S. Jacques
(Signature)

Patricia S. Jacques, Executive Director
(Type or Print Name) (Type or Print Title or Capacity)

(Limited Partnerships Only - Indicate Name of General Partner, if the General Partner is a corporation or other entity)

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

GIFTS FOR ALL GOD'S CHILDREN

ID NUMBER: 762903

received by facsimile transmission on October 17, 2013 is hereby endorsed

Filed on October 17, 2013 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 17TH day of October, 2013.



A handwritten signature in black ink, appearing to read "A. Schefke".

**Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau**

CSC/LCD-515 (Rev. 07/13)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
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 Jennifer Stallings	EFFECTIVE DATE:
Address 500 Woodward Ave. Suite 4000	
City State ZIP Code Detroit, MI 48226	

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

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Guardian Angel Foundation	
2. The identification number assigned by the Bureau is:	762903

3. Article <u> I, II, and V </u> of the Articles of Incorporation is hereby amended to read as follows:
Article I. The name of the corporation is: Gifts For All God's Children
Article II. The purpose or purposes for which the corporation is organized are: to meet needs of at-risk children and underprivileged families through gifts of clothing, school supplies, food, and other activities and programs that connect them to Christ and support their health, welfare and well being.
Article V. The corporation is organized upon a non-stock directorship basis.

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 11 day of October, 2013 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

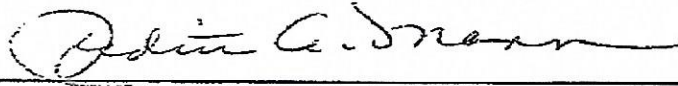
- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 16 day of October, 2013

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

Judith A. Mann Vice-President
(Type or Print Name) (Type or Print Title)



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by electronic transmission

Certificate Number: 18087658250

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of August, 2018.

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau