

# Michigan Department of Labor & Economic Growth

## Filing Endorsement

**This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT**

**for**

**GARY COOPER DAVIS FOUNDATION**

**ID NUMBER: 70193E**

**received by facsimile transmission on June 26, 2007 is hereby endorsed**

**Filed on June 27, 2007 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 27TH day of June, 2007.**



**, Director**

**Bureau of Commercial Services**

BCS/CD-602 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
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 James P. Maher, Esq.	
Address 3000 Town Center, Suite 2525	
City Southfield	State MI
	Zip Code 48075
EFFECTIVE DATE:	

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

[Empty box]

**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 Articles:

**ARTICLE I**

The name of the corporation is: Gary Cooper Davis Foundation

**ARTICLE II**

The purpose or purposes for which the corporation is organized are:  
The corporation is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in Section 450.2212 (3) of Michigan Compiled Laws. Specifically, without limitation, the purpose of the corporation is to receive and administer funds and initiate projects to preserve the memory of Gary Cooper Davis.

**ARTICLE III**

1. The corporation is organized upon a non-stock basis.  
(Stock or Nonstock)

2. 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:

ARTICLE III (cont.)

3. 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:  
contributions from the public and receipts from fundraising events.

d. The corporation is organized on a Directorship basis.  
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:  
346 Drace Rochester, Michigan 48307  
(StreetAddress) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

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

ARTICLE V

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

Name	Residence or Business Address
Mark H. Hickson	346 Drace, Rochester, MI 48307
Nicole Davis	3925 Cenoveland, Ortonville, MI 48462
Richard G. Hickson	503 Berry Park, Whitelake, MI 48386

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.

I, (We), the Incorporator(s) sign my (our) name(s) this 25<sup>th</sup> day of June, 2007.

Mark H. Hickson

MARK H. HICKSON

Nicole M. Davis

Nicole M. Davis

Richard G. Hickson

RICHARD G. HICKSON

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\_\_\_\_\_

\_\_\_\_\_  
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#### ARTICLE VI

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. 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 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 Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### ARTICLE VII

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 Section 501(c)(3) of the Internal Revenue Code, 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.

#### ARTICLE VIII

Any action required or permitted by the Michigan Business Corporation Act ("Act") to be taken at an annual or special meeting of the directors may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the directors having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all directors entitled to vote were present and voted. Prompt notice of the taking of the corporation action without a meeting by less than unanimous vote shall be given to directors who have not consented in writing.

#### ARTICLE IX

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Act, or a volunteer officer shall be personally liable to this corporation 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 shareholders;
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; or an act or omission that is grossly negligent.

If the Act is amended after the filing of these Articles to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of the board of directors or officers, in addition to that described in this Article IX, shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of the board of directors or officers of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

#### **ARTICLE X**

The corporation assumes the liability for all acts or omissions of a volunteer director or officer 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.