

CAS 315 (Rev. 5/85)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
(FOR BUREAU USE ONLY)		
Date Received <b>DEC 16 1996</b>	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	<b>FILED</b>  DEC 18 1996  Administrator MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU
EFFECTIVE DATE:		

Name Patricia Gauss		
Address 1725 E. Gunn Road		
City Rochester	State MI	Zip Code 48306

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

**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:	Rochester Symphony Guild
2. The identification number assigned by the Bureau is:	7 3 7 - 6 5 9
3. The location of the registered office is:	895 Peach Blossom LN, Rochester Hills, MI 48306, Michigan 48306
	(Street Address) (City) (ZIP Code)

4. Article II & VI of the Articles of Incorporation is hereby amended to read as follows:

See Attached Amendment

857

**ROCHESTER SYMPHONY GUILD, INC.**

**AMENDMENT TO ARTICLES OF INCORPORATION**

**ARTICLE II**

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

1. Exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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;

2. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

- a. By an organization exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or;
- b. By an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code;

3. In the event of dissolution, assets 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes;

4. To further interest in the Rochester Symphony Orchestra through:

- a. Promotion of concert attendance;
- b. Financial support;
- c. Public awareness;
- d. Appreciation of music.

## ARTICLE VI

A. 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"), and no officer of the corporation who is a volunteer officer, as that term is defined in the Act, shall be personally liable to this corporation or its shareholders or members, if any, 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 or members, if any;
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 effective date of this amendment.
6. An act or omission that is grossly negligent.

B. The corporation hereby assumes all liability to any person other than the corporation or its shareholders or members, if any, for all acts or omissions of a Director who is a volunteer director [REDACTED] as defined in the Act occurring on or after January 1, 1988, incurred in good faith performance of the Director's duties as such; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").

C. The corporation hereby assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this amendment if all 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.

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 Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

D. If the Act is amended after approval of this Article VII by the Board of Directors of the corporation to authorize the further elimination or limitation of the liability of volunteer directors, volunteer officers or non-director volunteers of nonprofit corporations, then the liability of members of the Board of Directors, the Officers or non-director volunteers in addition to the limitation, elimination and assumption of personal liability contained in this Article VII, shall 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 Code. No amendment or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors, the Officers or non-director volunteers of this corporation for or with respect to any acts or omissions of such person occurring prior to the effective date of any such amendment or repeal.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a.  The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)

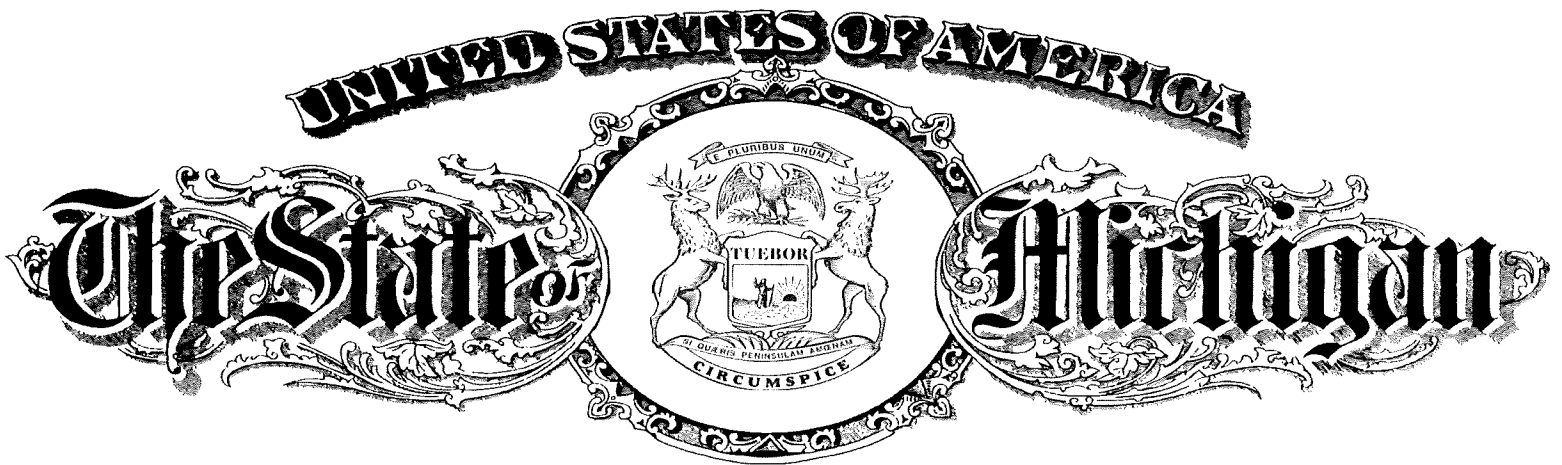
b.  The foregoing amendment to the Articles of Incorporation was duly adopted on the 12th day of November, 1996. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was 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 if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders 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.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 11 day of December, 1996

By Betty M. Canyck  
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

BETTY M. CANYCK, 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: 21080191802

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of August, 2021.*

*Linda Clegg, Director*

*Corporations, Securities & Commercial Licensing Bureau*