

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

OCT 18 1991

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Date Received

SEP 04 1991

OCT 15 1991

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations

(Please read information and instructions on 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 Hills Lions Charities, Inc.

2. The corporation identification number (CID) assigned by the Bureau is:

7	4	1	-	7	2	3
---	---	---	---	---	---	---

3. The location of its registered office is:

2706 Norton Lawn, Rochester Hills, Michigan 48063
(Street Address) (City) (ZIP Code)

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

The purposes or purposes for which the corporation is organized are as specified on the addendum hereto.

CO

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)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the 25th day of August, 1991, 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 25th day of August, 1991. 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 the 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, and Section 407 (1) of the Act if a profit corporation. 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.)

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 non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 28th day of August, 1991

By Stephen A. Conrad
(Only signature of: President, Vice-President, Chairperson and Vice-Chairperson)

STEPHEN A CONRAD, President
(Type or Print Name) (Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

Rochester Hills Lions

Charities, Inc.

Preparer's name and business
telephone number:

Donald S. Tuttle

(313) 524-9366

Don Tuttle, P.C.
1441 E. Maple #303
Troy, Mi. 48083

INFORMATION AND INSTRUCTIONS

1. The amendment 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 above 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 section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation formed on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. 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.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a non-profit corporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. FEE: (Make remittance payable to the State of Michigan.
Include corporation name and CID Number on check or money order) \$10.00
Franchise fee for profit corporations (payable only if authorized shares have increased):
each additional 20,000 authorized shares or portion thereof \$30.00
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

ROCHESTER HILLS LIONS CHARITIES, INC.x
ARTICLES OF INCORPORATION
AMENDED ARTICLE II
PURPOSES

a. Our organization is organized exclusively for charitable, religious, educational, and scientific 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. x

b. 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. 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. 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 section 501(c)

(3) of the Internal Revenue Code, 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. x

c. Upon the dissolution of the organization, assets shall be distributed for on 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 disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <div style="text-align: center; font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="text-align: center; font-size: 1.2em; font-weight: bold; margin: 5px 0;">OCT 13 1988</div> <div style="text-align: center; font-size: 0.8em;"> Administration MICHIGAN DEPT. OF COMMERCE Corporation & Securities Bureau </div>	<p style="text-align: center; font-size: 0.8em;">Date Received</p> <div style="text-align: center; font-size: 1.2em; font-weight: bold; margin: 5px 0;">OCT 10 1988</div>
CORPORATION IDENTIFICATION NUMBER	7 4 1 - 7 2 3

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read instructions on last page before completing form)

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:

ROCHESTER HILLS LIONS CHARITIES, INC. ✓

ARTICLE II

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

the purposes specified on the addendum hereto.

ARTICLE III

The corporation is organized upon a nonstock basis.
(stock or nonstock)

1. 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:

ARTICLE III

2. 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 corporation is to be financed under the following general plan:

no financing; The corporation's sole source of funds will be contributions solicited from the public.

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

ARTICLE IV

1. The address of the registered office is:

1130 Tienken Court, Rochester Hills

(Street Address)

(City)

, Michigan 48064

(ZIP Code)

2. The mailing address of the registered office if different than above:

(P.O. Box)

(City)

, Michigan

(ZIP Code)

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

Keith D. Kennedy

ARTICLE V

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

Name

Residence or Business Address

James E. Banaszek

541 Fieldstone Dr. Rochester Hills, Mi

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Donald S. Tuttle
988 S. Adams
Birmingham, Mi 48009

Telephone:
Area Code 313
Number 642-5074

INFORMATION AND INSTRUCTIONS

1. 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 above 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.

2. 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.

3. Article II — The specific 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.

4. Article III — Complete item III(1) or III(2) as appropriate, but not both.

5. Article IV — A post office box may not be designated as the street address of the registered office. The mailing address may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.

6. Article V — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.

7. 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.

8. This document must be signed in ink by each incorporator. 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.

9. FEES:	Filing fee	\$10.00
	Franchise fee	\$10.00
	Total fees (Make remittance payable to State of Michigan)	\$20.00

10. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909
Telephone: (517) 373-0493

Use space below for additional Article or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article VI: The Directors of this Corporation shall be the Directors of the Rochester Hills Lions Club, Rochester Hills, Michigan, and their term as Directors in this Corporation shall be concurrent with their term as Director of said Rochester Hills Lions Club.

I (We), the incorporator(s) sign my (our) name(s) this 5 day of OCTOBER, 1988

James E. Baumgardner

