

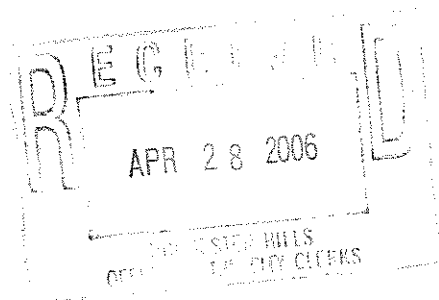
Help Cerebral Palsy Kids Corporation

1382 Potomac, Rochester Hills Michigan 48306

Tel: (248) 321-8677 Fax: 248-608-1117

www.helpCPkids.org

April 28, 2006



Clerk's Office
City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, MI 48309

Attention: Rochester Hills City Council

Dear Members of Rochester Hills City Council:

Subject: Nonprofit Status Recognition

Help Cerebral Palsy Kids Corporation is a nonprofit 501(c)3 corporation that conducts its principal activities in Rochester Hills, Michigan. Our primary focus is to sustain and improve the health and mobility of children with motor disabilities allowing the child to grow into a more active and independent member of society.

We are currently in the process of qualifying our nonprofit organization with the State of Michigan for licensure to conduct bingos, millionaire parties, and raffles, and to sell charity game tickets. Part of this application process is receiving a resolution passed by the local body of government stating the organization is a recognized nonprofit organization in the community.

Attached are copies of the following documents supporting our 501(c)3 status: Board of Directors; Current bylaws; Articles of Incorporation that have been filed with the Corporations and Securities Bureau; IRS letter stating our organization is exempt from federal tax under IRS code 501(c)3; A sample format letter for a local body of government recognizing an organizations nonprofit status.

Thank you for your help in this matter. Please feel free to contact Garrett Dugan or Carrie Smith with any questions or concerns regarding this issue at 248.321.8677.

Sincerely,

Garrett J. Dugan, B.S.N., R.N.
Vice President
Help Cerebral Palsy Kids Corporation

Help Cerebral Palsy Kids Corporation

1382 Potomac, Rochester Hills Michigan 48306

Tel: (248) 321-8677 Fax: 248-608-1117

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Carrie Smith, President – 2211 Cook Court, Troy, Michigan 48083

Business Manager with 15 years of experience in multi-cultural organizations and successful completion of 4 years of brain injured child development in the United States and abroad. Extensive experience in studying alternative therapies and long term results. Naturalpathic health and nutrition experience in brain injured children. Founding member of HCPK.

Garrett Dugan, Vice President* -- 2616 N. Washington, Royal Oak, Michigan 48073

Licensed Registered Nurse specializing in neurosurgical critical care and emergency medicine. Additional resource of wife Sarah Dugan who has a Masters Degree in Social Work and over 8 years experience in project management skills at a Fortune 100 company.

Susie Derouin, Treasurer -- 25540 Tecla, Warren, Michigan 48089

Business management skills with 12 years of experience, second language teaching experience, assistant managing director helping cerebral palsy children and their families.

Grace Boldman, Secretary* – 29 Kendrick Street, Mount Clemens, Michigan 48043

Creative marketing experience and parent of a mobility disabled child. Excellent research and development skills.

Eniko Kiss -- 3260 Adams Road #301, Auburn Hills, Michigan 48326

Conductive Education teacher with exceptional English skills. Attended The Andras Peto Institute for the Motor Disabled in Budapest Hungary and is experienced in the establishment of three conductive education centers in the United States. Founding member of HCPK.

Katonya Jones* -- 3622 Aspen Lane, Canton, Michigan 48188

Parent of a child with cerebral palsy, entrepreneur in entertainment and social events such as the 2006 super bowl public entertainment activities.

Melissa Meinzinger -- 3007 River Meadow Circle, Canton, Michigan 48188

Special Education Teacher paraprofessional, has served as an instructional aide for religious education for special needs children.

Corey Cardinal* -- 3381 Sandy Shore Drive, Metamora, Michigan 48455

Licensed Real Estate Broker and has worked over 12 years in management capacity. Experienced in business banking management, business decisions and consultations.

Mandi Morgan* -- 1527 North Blair, Royal Oak, Michigan 48067

Certified Associate Analyst , speech pathologist. Team project experience with Chicago Developmental Clinic in Illinois which demonstrates large success rates with special needs children.

Kelly Lackowski* -- 51223 Westwood, Macomb, Michigan 48042

Office and marketing skills with 8 years of experience in coordinating volunteers for fund raising and awareness campaigns. Experience with JDRF diabetes fund raising and coordination. Parent of special needs child with large success in implementing independence skills.

Tara Ray* -- 29927 Blossom Lane, Warren, Michigan 48088

Experienced in Christian support and development needs of hemiplegic cerebral palsy child in a home and social activities setting.

*Uncompensated Members

**BYLAWS OF
HELP CEREBRAL PALSY KIDS CORPORATION**

EIN# 20-3551455

ARTICLE I OFFICES

- 1.01 *Principal Office.* The principal office of the corporation shall be at 1382 Potomac, Rochester Hills, Michigan 48306, until such time as the office is located elsewhere by vote of the Board of Directors.
- 1.02 *Other Offices.* The Corporation may also have offices at such other places as the Board of Directors may determine the business of the Corporation may require.

**ARTICLE II
PURPOSE**

The purposes for which this Corporation has been organized are as follows:

1. To teach conductive education ideas, principles, practices and programs.
2. To promote research and training in conductive education.
3. To set standards of programs which use conductive education ideas and practices in order to insure program quality.
4. To gather conductive education research and literature in order to establish a resource for the dissemination and collection of materials, such as publications, videotapes, research data, both published and unpublished.
5. To raise money for conductive education conferences, projects and research; to fund innovative conductive education programs and training; to help develop conductive education programs in the field; to assist conductive educators to travel between programs and to enable conductive educators to come to the United States to work in the field.

**ARTICLE III
MEMBERS**

- 3.01 **Qualifications for membership.** Membership in this organization is open to all professionals (medical, therapeutic, e.g., occupational, physical, psychological and speech therapists) in the clinical and allied fields, special educators, educational rehabilitation workers, students in the field, as well as parents and family members of children who would benefit from conductive education as well as others who are interested in conductive education.

- 3.02 Membership meetings.** There shall be at least one annual membership meeting of the corporation. The annual membership meeting shall take place on the third Sunday of April each year, or on such day as the directors may fix not more than two weeks from the day set forth by these bylaws. The secretary shall arrange to mail each member in good standing at his address as recorded in the membership roll book a notice stating the time and place of the annual meeting.

The presence at any membership meeting of not less than 25% of the members in good standing shall constitute a quorum and shall be necessary to conduct the business of the corporation; however a lesser number may adjourn the meeting for a period of not more than three weeks from the date scheduled by the bylaws and the secretary shall cause a notice of there scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as previously defined shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request thereof of any member who has given written notice to the corporation that such request shall be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

The Board of Directors shall meet at least once per year.

- 3.03 Special Meetings.** Special meetings of the corporation may be called by the directors. The secretary shall mail a notice of such meeting to all members at their recorded addresses at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business except that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

- 3.04 Fixing Record Date.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix in advance a date as the record date for any such determination of members. Such date shall not be more than fifty days prior to any other action.

- 3.05 Action by members with a meeting.** Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action to be taken, signed by all the members entitled to vote thereon.

- 3.06 Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
- 3.07 Order of business. The order of business at all meetings shall be as follows:
- a. Roll call.
 - b. Reading of the minutes of the previous meeting.
 - c. Reports of committees.
 - d. Reports of officers.
 - e. Old and unfinished business.
 - f. New business.
 - g. Good and welfare.
 - h. Adjournment, as per Roberts Rules of Order.
 - i. Institutions or Organization

ARTICLE IV BOARD

- 4.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.
- 4.02 *Number.* There shall be not less than 1 nor more than 10 directors on the board, as shall be fixed from time to time by the board of directors.
- 4.03 *Tenure.* Each director of the Corporation shall hold office until the director's death, resignation, or removal.
- 4.04 *Resignation.* Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 4.06 of the bylaws.
- 4.05 *Removal.* Any director may be removed with cause by the remaining directors on the board.
- 4.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board.
- 4.07 *Annual Meeting.* An annual meeting shall be held each year in September. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

- 4.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.
- 4.09 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.
- 4.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
- 4.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 4.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 4.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 4.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE V COMMITTEES

- 5.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.

5.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

5.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VI OFFICERS

6.01 *Number.* The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

6.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

- 6.05 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.
- 6.06 *Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.
- 6.07 *Chairperson.* The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.
- 6.08 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.
- 6.09 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VII CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VIII INDEMNIFICATION

- 8.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- 8.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

- 8.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 8.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- 8.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - (c) By independent legal counsel in a written opinion.
- 8.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 8.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

- 8.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 8.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- 8.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 8.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 8.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE IX COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X CALENDAR YEAR

The calendar year of the corporation shall end on December 31.

**ARTICLE XI
AMENDMENTS**

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

HELP CEREBRAL PALSY KIDS CORPORATION

ID NUMBER: 795817

received by facsimile transmission on September 23, 2005 is hereby endorsed filed on September 23, 2005 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 23rd day of September, 2005.

A handwritten signature in black ink, appearing to read 'Andrew J. Mitchell'.

, Director

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
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.																		
<table border="1"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">Robert A. Gross, Esq.</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">One Towne Square, Suite 1835</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td>Southfield</td> <td>MI</td> <td>48076</td> </tr> </table>		Name			Robert A. Gross, Esq.			Address			One Towne Square, Suite 1835			City	State	Zip Code	Southfield	MI	48076
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	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.

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ARTICLES OF INCORPORATION
For use by Domestic Non-Profit 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:

Help Cerebral Palsy Kids Corporation

ARTICLE II

The purpose or purposes for which the corporation is organized are:
To perform and disseminate conductive education, to promote research and training as well as raise money for the conductive education program.

ARTICLE III

- The corporation is organized upon a Nonstock basis.
(Stock or Nonstock)
- 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:

Donations and Contributions

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

ARTICLE IV

1. The address of the registered office is:

1382 Potomac Rochester Hills, Michigan 48302
(Street Address) (City) (ZIP Code)

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

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

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

Carrie Smith

ARTICLE V

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

Name

Residence or Business Address

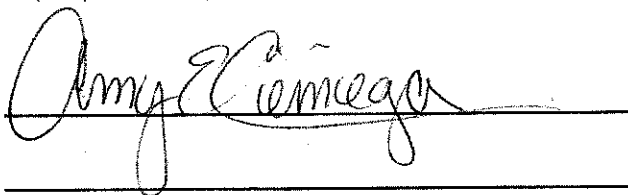
Amy E. Cierniega

One Towne Square, Suite 1835 Southfield, MI 48076

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

SEE ATTACHED "EXHIBIT A"

I (We), the incorporator(s) sign my (our) name(s) this 22nd day of September, 2005



**EXHIBIT A
TO ARTICLES OF INCORPORATION
OF
HELP CEREBRAL PALSY KIDS CORPORATION**

EIN# 20-3551455

ARTICLE V

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 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 VI

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.

ARTICLE VII

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors, a court of equity jurisdiction within this state may order a meeting of the affected creditors. The corporation, a creditor of the corporation, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and also on this corporation.

ARTICLE VIII

No member on 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 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;
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, 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 filing of these articles of incorporation 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 Article VIII, 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 is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of this Article VIII 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 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

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or by a corporation, contributions to which are deduction under Section 170(c)(2) of the Internal Revenue Code of 1986.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

FEB 16 2006

HELP CEREBRAL PALSY KIDS
CORPORATION
1382 POTOMAC
ROCHESTER HILLS, MI 48306-3841

Employer Identification Number:
20-3551455
DLN:
17053355023005
Contact Person: GREGORY K OLWINE ID# 31382
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
YES
Effective Date of Exemption:
SEPTEMBER 23, 2005
Contribution Deductibility:
YES
Advance Ruling Ending Date:
DECEMBER 31, 2009

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

If you distribute funds to other organizations, your records must show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence the funds will be used for section 501(c)(3) purposes.

Letter 1045 (DO/CG)



Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL.432.103(9))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____,
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining a charitable

gaming license, be considered for _____.
APPROVAL/DISAPPROVAL

APPROVAL	DISAPPROVAL
Yeas: _____	Yeas: _____
Nays: _____	Nays: _____
Absent: _____	Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and adopted by the _____ at a _____ meeting held on _____.
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R7/02)