



Form Revision Date 07/2016

## ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

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:

NORTHWEST MICHIGAN ARTS AND CULTURE NETWORK

### ARTICLE II

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

The Northwest Michigan Arts and Culture Network (or "Corporation") is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) a corporation for which contributions are deductible under Section 170(c)(2) of the Code.

The Corporation shall have the purposes of promoting the arts through education and cultivating vibrant communities, a strong cultural economy, and a resilient creative sector; and all other purposes and activities determined by the board of directors to be incidental and related to the foregoing purposes, including exercising all corporate powers necessary to carry out its purposes; provided all such activities shall be consistent with the Corporation's tax-exempt purposes as defined by Section 501(c)(3) of the Code.

### ARTICLE III

The Corporation is formed upon  basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None

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:

The Corporation shall be financed by receipt of supporter contributions and other contributions and sources of income consistent with the purposes of the Corporation.

The Corporation is formed on a  basis.

### ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: MARY BEVANS GILLETT

2. Street Address: 600 E. FRONT ST

Apt/Suite/Other:

City: TRAVERSE CITY

State: MI

Zip Code: 49686

3. Registered Office Mailing Address:

P.O. Box or Street Address: 600 E. FRONT STREET  
Apt/Suite/Other:  
City: TRAVERSE CITY  
State: MI Zip Code: 49686

ARTICLE V

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

Name	Residence or Business Address
MARY BEVANS GILLETT	600 E. FRONT ST TRAVERSE CITY, MI 49686 USA

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

ARTICLE VI: LIMITATIONS ON PRIVATE BENEFIT AND INUREMENT

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION 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 ARTICLE II HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO A CANDIDATE FOR PUBLIC OFFICE.

ARTICLE VII: DIRECTORS

THE INTERNAL AFFAIRS OF THE CORPORATION SHALL BE REGULATED BY ITS BOARD OF DIRECTORS AS DESCRIBED IN ITS BYLAWS.

ARTICLE VIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

ARTICLE IX: LIABILITY OF DIRECTORS AND VOLUNTEERS

1. LIABILITY OF DIRECTORS TO THE CORPORATION.

A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION, ITS DIRECTORS, OR ITS MEMBERS, IF ANY, FOR MONEY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR, EXCEPT FOR LIABILITY FOR ANY OF THE FOLLOWING:

- (A) THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED.
- (B) INTENTIONAL INFLICTION OF HARM ON THE CORPORATION, ITS SHAREHOLDERS, OR MEMBERS.
- (C) A VIOLATION OF SECTION 551 OF THE MICHIGAN NONPROFIT CORPORATION ACT, MCL 450.2551.
- (D) AN INTENTIONAL CRIMINAL ACT.
- (E) A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE MICHIGAN NONPROFIT CORPORATION ACT, MCL 450.2497(A).

2. LIABILITY TO OTHER PERSONS.

THE CORPORATION ASSUMES ALL LIABILITY TO ANY PERSON OTHER THAN THE CORPORATION FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR OCCURRING INCURRED IN THE GOOD FAITH PERFORMANCE OF THE VOLUNTEER DIRECTOR'S DUTIES.

3. LIABILITY OF VOLUNTEERS. THE CORPORATION ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR, VOLUNTEER OFFICER, OR OTHER VOLUNTEER IF ALL OF THE FOLLOWING ARE MET:

- (A) THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY;
- (B) THE VOLUNTEER WAS ACTING IN GOOD FAITH;
- (C) THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT;
- (D) THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT; AND
- (E) 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 §3135 OF THE INSURANCE CODE OF 1956, ACT NO. 218 OF THE PUBLIC ACTS OF 1956, BEING MCL 500.3135, OR SUBSEQUENT AMENDMENT.

THE CORPORATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY ON BEHALF OF A DIRECTOR, OFFICER, EMPLOYEE, OR VOLUNTEER, TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH ITS STATUS AS AN ORGANIZATION DESCRIBED IN § 501(C)(3) OF THE CODE. NO AMENDMENT OR REPEAL TO THIS ARTICLE SHALL APPLY OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY VOLUNTEER FOR ANY ACTS OR OMISSIONS OCCURRING PRIOR TO THE EFFECTIVE DATE OF THE AMENDMENT OR REPEAL.

3. LIMITATION ON LIABILITY PROTECTION.

NOTWITHSTANDING THIS ARTICLE, TO THE EXTENT CONSISTENT WITH LAW, THE CORPORATION BYLAWS MAY CONTAIN PROVISIONS LIMITING: THE EXTENT TO WHICH THE CORPORATION RELEASES DIRECTORS AND VOLUNTEER OFFICERS FROM PERSONAL LIABILITY TO THE CORPORATION, ITS DIRECTORS, OR ITS MEMBERS; AND/OR THE EXTENT TO WHICH THE CORPORATION ASSUMES THE LIABILITY FOR ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR, VOLUNTEER OFFICER, OR OTHER VOLUNTEER. THE CORPORATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY ON BEHALF OF A DIRECTOR, OFFICER, EMPLOYEE, OR VOLUNTEER, TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH ITS STATUS AS AN ORGANIZATION DESCRIBED IN § 501(C)(3) OF THE CODE. NO AMENDMENT OR REPEAL TO THIS ARTICLE SHALL APPLY OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY VOLUNTEER FOR ANY ACTS OR OMISSIONS OCCURRING PRIOR TO THE EFFECTIVE DATE OF THE AMENDMENT OR REPEAL.

ARTICLE X: ACTION WITHOUT A MEETING.

ACTION REQUIRED OR PERMITTED TO BE TAKEN UNDER AUTHORIZATION VOTED AT A MEETING OF THE BOARD OR A COMMITTEE OF THE BOARD MAY BE TAKEN WITHOUT A MEETING IF, BEFORE OR AFTER THE ACTION, ALL MEMBERS OF THE BOARD THEN IN OFFICE OR OF THE COMMITTEE CONSENT TO THE ACTION IN WRITING OR BY ELECTRONIC TRANSMISSION. THE WRITTEN CONSENTS SHALL BE FILED WITH THE MINUTES OF THE PROCEEDINGS OF THE BOARD OR COMMITTEE. THE CONSENT HAS THE SAME EFFECT AS A VOTE OF THE BOARD OR COMMITTEE FOR ALL PURPOSES.

Signed this 10th Day of July, 2018 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Katherine Redman	Attorney In Fact	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline       Accept

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**

**FILING ENDORSEMENT**

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

***for***

NORTHWEST MICHIGAN ARTS AND CULTURE NETWORK

***ID Number:*** 802214426

***received by electronic transmission on*** July 10, 2018 ***, is hereby endorsed.***

***Filed on*** July 12, 2018 ***, 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 12th day of July, 2018.***

***Julia Dale, Director***

***Corporations, Securities & Commercial Licensing Bureau***