

EXHIBIT A

ARTICLE II

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

The corporation is organized exclusively for the purpose of receiving and administering funds for charitable purposes, including receiving and administering funds and property and primarily to make distributions to organizations that are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

The corporation shall not engage in the following activities:

- (a) Any activity not in furtherance of its charitable purposes.
- (b) Any attempt to influence legislation by propaganda or otherwise.
- (c) Any participation, support or intervention in any political campaign on behalf of or in opposition to any candidate for public office.
- (d) Any activity or operation for the primary purpose of conducting a trade or business that is not related to its charitable purposes.

ARTICLE VI

A director who is an alumnus of Okemos High School is entitled to a vote. Non alumni of Okemos High School may serve the corporation as a director but are not entitled to a vote.

ARTICLE VII

The corporation assumes all liability to any person other than the corporation and its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

Further, the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after January 1, 1988 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 under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

If the Michigan Non Profit Corporation Act is subsequently amended to further limit or eliminate the liability of a volunteer director or volunteer officer, then a director or officer of the corporation (in addition to the circumstances in which a director or officer is not personally liable as set forth above) shall not be liable to the corporation to the fullest extent permitted by the Michigan Non Profit Corporation Act, as amended.

Any repeal or modification of this Article VII by the directors of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII

The net earnings of the corporation shall be devoted exclusively to its charitable purposes. The corporation's net earnings shall not inure to the benefit of its directors, officers, volunteers and employees or any other person or entity, except that the corporation may pay reasonable expenses and compensation for services rendered and may pay fair value for property purchased from any source.

ARTICLE IX

Upon dissolution of the corporation, no director, officer, employee or any other person or entity shall be entitled to receive its remaining money or property, except that the balance of all the money and other property of the corporation, after payments of all debts and obligations of the corporation, shall be distributed to any organization of similar purpose which is exempt from taxation under Section 501(c)(3) of the Code, as determined by the directors of the corporation.

ARTICLE X

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation, as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on this corporation.

Board of Directors:

President: Rodney Ellis '65, 1630 Foxcroft Rd., East Lansing, MI 48823 517-333-0499

Vice-President: Sky Tribel '69, 3937 Trailwood Dr., Okemos, MI 48864 517-349-1857

**Secretary: Kathy Miller Kissman '65, 5355 E. Hidden Lake Dr., East Lansing, MI 48823
517-599-5169**

Treasurer: David Brower '65, 5167 Sapphire Circle, East Lansing, MI 48823 517-332-0473

Gary Weeber '65, 5130 NE Cesar E. Chavez Blvd., Portland, OR 97211 503-477-7757

Robert Bratzler '64, 84 Barnes Hill Road, Concord, MA 01742 978-369-0099

Jay Guertin '65, 1163 Souza Drive, El Dorado Hills, CA 95762 916 939-8037

Sherrie Paty Barber '66, 3240 Westshore Drive, Saint Cloud, FL 34772 407-957-0330

Kerry Byrnes '63, 12000 Market Street #289, Reston, VA 20190 571-313-0440

Ingrid Sturk Schultz '67, 1280 Sebewaing Rd., Okemos, MI 48864 517-349-1562

Dan Follette '65, 5050 E. Eastwood Circle, Cincinnati, OH 45227 513-834-6458

William Breckenfeld '65, 2191 Hamilton Rd., Okemos, MI 48864 517-349-4430

David Premoe '65, 3884 Pine Knoll Dr., Okemos, MI 48864 517-349-6236

David Winters '65, 4724 Mohican Lane, Okemos, MI 48864 517-332-5939

Gerard Durocher '72, 7151 West Rivulet Drive, Tucson, AZ 85743 520 572-6317

Mary Fox White '67, 8292 N Cochran Rd, Grand Ledge, MI 48837 231-690-1385

Gary Sturk '64, 1895 Danbury E, Okemos, MI 48864

Jack Schaberg '76, 3970 Charlsfield Lane, Williamston, MI 48895 517-655-4993

Catherine Atkins Greespan '86, 905 W Hill Street, Silver City NM 88061 775-200-6523

Jill Slocum Tribell '68, 3937 Trailwood Dr. Okemos, MI 48864 517-349-1857