

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

OKEMOS HIGH SCHOOL ALUMNI ASSOCIATION, INC

ID NUMBER: 72151P

received by facsimile transmission on May 23, 2017 is hereby endorsed.

Filed on June 1, 2017 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1st day of June, 2017.

Julia Dale

**Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau**

CSCL/CD-502 (Rev. 8/15)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name Heather A. Gilkey, Willingham & Cote, PC		
Address 333 Albert Avenue, Suite 500		
City East Lansing	State MI	ZIP Code 48823

EFFECTIVE DATE:

[Empty box for effective date]

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

ARTICLES OF INCORPORATION
For use by Domestic Nonprofit 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: Okemos High School Alumni Association, Inc

ARTICLE II

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

ARTICLE III

<p>1. The corporation is formed upon a <u>Nonstock</u> basis. (Stock or Nonstock)</p> <p>2. If formed on a stock basis, the total number of shares the corporation has authority to issue is <u>n/a</u>. 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:</p>
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Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Exhibit A for Articles VI-X.

I, (We) the incorporator(s) sign my (our) name(s) this 19th day of April, 2017

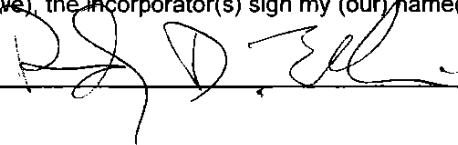


EXHIBIT A

ARTICLE II

The purposes for which the corporation is organized include the following:

the corporation is organized exclusively for the purpose of raising, receiving and administering funds for charitable purposes. Said funds will be donated by any Okemos High School Alumni and or anyone wanting to support Okemos schools and/or may be raised from the sale of commissioned Okemos High School/Okemos school clothing and other Okemos school memorabilia. The donated or raised funds will be used 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") which benefit the Okemos school district and its current students in the arts, music, math, science, engineering, technology and any other educational purpose. The corporation may provide scholarships for current Okemos High School students to institutions of higher learning, scholarships for any student in the Okemos school district in need of financial assistance for their on and off campus education and any other ways the corporation can promote the education of students in the Okemos school district.

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.