

**FILED**

**SEP 25 2006**

Administrator  
BUREAU OF COMMERCIAL SERVICES

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ID: TAMARA K REAL

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>										
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" style="width: 100%;"> <tr> <td colspan="3">Name <b>The Arts Alliance</b></td> </tr> <tr> <td colspan="3">Address c/o Chamber of Comm., 425 S. Main St. Ste 103</td> </tr> <tr> <td>City Ann Arbor</td> <td>State MI</td> <td>Zip Code 48104</td> </tr> </table>		Name <b>The Arts Alliance</b>			Address c/o Chamber of Comm., 425 S. Main St. Ste 103			City Ann Arbor	State MI	Zip Code 48104
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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.

**800725**

**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:	<b>The Arts Alliance</b>
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**ARTICLE II**

The purpose or purposes for which the corporation is organized are:	<i>See Attached</i>
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**ARTICLE III**

1. The corporation is organized upon a <u>Nonstock</u> basis.	(Stock or Nonstock)
2. 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")

\$30,000 Cash

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

Receipt of grants, contributions and other fundraising activities.

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

**ARTICLE IV**

1. The address of the registered office is:

Chamber Com., 425 S. Main St., # 103 Ann Arbor, Michigan 48104  
(StreetAddress) (City) (ZIP Code)

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

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

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

Tamara Real

**ARTICLE V**

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

Name	Residence or Business Address
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David Esau - Cornerstone Design, 940 North Main Street, Ann Arbor, MI 48104	
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Mary Kerr - AA Area Convention & Visitors Bureau, 120 W. Huron St., Ann Arbor, MI 48104	
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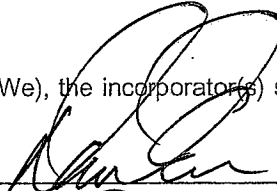

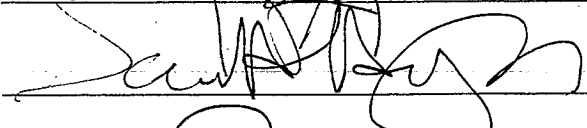

Jane Hughes - Organizational Designs, 320 W. Washington St., Ann Arbor, MI 48104	
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Debra Polich - Artrain USA, 1100 N. Main St., Ann Arbor, MI 48104	
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Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Attached Articles II - IX

I, (We), the incorporator(s) sign my (our) name(s) this 12th day of July, 2006.

	_____	David Esau
	_____	Mary Kerr
	_____	Jane Hughes
	_____	Debra Polich
_____	_____	_____

**THE ARTS ALLIANCE  
ARTICLES OF INCORPORATION**

**ARTICLE II**

**PURPOSE**

The Corporation is organized, and shall at all times hereafter be operated, exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of subsequent legislation, and in furtherance thereof for the following purposes within the meaning of Section 501(c)(3) of the Code:

- A. To promote and encourage public awareness of, access to and participation in the arts and cultural activities in Washtenaw County for the benefit of the community;
- B. To support and strengthen organizations described in 501(c)(3) of the Code and exempt from Federal income tax under Code Section 501(a), that are involved in the cultural arts and promote the coordination of their activities;
- C. In furtherance of its purposes, but not by way of limitation:
  - (i) To acquire, purchase, own, maintain, hold, use, convey, manage, exchange, transfer, mortgage, lease, sublease, or rent all real and personal property of every kind and nature all in support and furtherance of the charitable purposes of organizations described in Section 501(c)(3) of the Code;
  - (ii) To loan, borrow, manage and invest funds;
  - (iii) To accept, seek, solicit, request, receive, and hold in trust or otherwise, contributions, legacies, devises, grants, bequests, donations, gifts and benefactions which may be left, made or given to the Corporation;
  - (iv) To make gifts, grants and contributions to other organizations which are exempt from tax under Section 501(a) of the Code as an organization described under Section 501(c)(3) of the Code and which promote cultural arts or carry out other charitable or educational purposes within the meaning of Section 501(c)(3) of the Code; and
  - (v) To take all such actions and do all such things as may be necessary, convenient or desirable to accomplish the foregoing purposes within the restrictions and limitations of Section 501(c)(3) of the Code, these Articles of Incorporation, the Bylaws of the Corporation, and applicable law, with all the power conferred on non-profit corporations

by the laws of the State of Michigan, including the Michigan Non-Profit Corporation Act, Act 162 of the Public Acts of 1982, as amended (the "Act");

(vi) No part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes);

(viii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (by the publishing or distribution of statements or otherwise).

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity prohibited to be carried on by:

(i) A Corporation described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code; or

(ii) A Corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or

(iii) A Corporation classified as other than a private foundation under Section 509(a) of the Code.

## ARTICLE VI

### BOARD OF DIRECTORS

The management of the affairs and properties of the Corporation and the disbursement of its funds shall be vested in a Board of Directors. The number of persons constituting the Board of Directors shall be fixed by the Bylaws.

## ARTICLE VII

### VOLUNTEER DIRECTOR AND OFFICER LIABILITY

A Volunteer Director or Volunteer Officer, as each of those terms is defined in the Act, shall not be personally liable to the Corporation or its members for monetary damages for a breach of the Volunteer Director's or Volunteer Officer's fiduciary duty;

provided, however, that this provision shall not eliminate or limit the liability of a Volunteer Director or Volunteer Officer for any of the following:

- A. A breach of the Volunteer Director's or Volunteer Officer's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of section 551(1) of the Act;
- D. A transaction from which the Volunteer Director or Volunteer Officer derived an improper personal benefit;
- E. An act or omission occurring before the effective date of this provision; and
- F. An act or omission that is grossly negligent.

The Corporation hereby assumes all liability to any person other than the Corporation or its members for all acts or omissions of a Director who is a volunteer director as defined in the Act, occurring on or after the effective date of these Articles of Incorporation and incurred in the good faith performance of the Volunteer Director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

## **ARTICLE VIII**

### **VOLUNTEER LIABILITY**

The Corporation hereby assumes 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 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.

If the Act is amended to authorize the further elimination or limitation of the liability of volunteers of nonprofit Corporations, then the liability of the volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any volunteer of this Corporation for or with respect to any acts or omissions of such volunteer occurring prior to the effective date of any such amendment or repeal.

## **ARTICLE IX**

### **DISSOLUTION**

Upon dissolution of the Corporation, any property remaining after providing for the debts and obligations of the Corporation shall be distributed at the direction of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government or to a state or local unit of government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located, to such organization or organizations which are then described in Section 501(c)(3) of the Code, as said Court shall determine.

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