

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the RESTATED ARTICLES OF INCORPORATION
for

CREATIVE WASHTENAW

ID Number: 800909249

received by electronic transmission on June 23, 2021 ***, is hereby endorsed.***

Filed on June 30, 2021 ***, 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 30th day of June, 2021.

Linda Clegg

Linda Clegg, Director

Corporations, Securities & Commercial Licensing Bureau



Form Revision Date 07/2016

RESTATED 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 Restated Articles:

The identification number assigned by the Bureau is:

800909249

The present name of the corporation is:

THE ARTS ALLIANCE

All former names of the corporation are:

The date of filing the original Articles of Incorporation was:

9/25/2006

ARTICLE I

The name of the corporation is:

CREATIVE WASHTENAW

ARTICLE II

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

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:

1. 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;

2. To loan, borrow, manage and invest funds;

3. 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;

4. 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

5. 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

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

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

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

3. A Corporation classified as other than a private foundation under Section 509(a) 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 corporation is to be financed under the following general plan:

Earned revenue, receipt of contributions, grants and fundraising activities.

The Corporation is formed on a

Directorship

 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: DEB POLICH
2. Street Address: 2585 HOLLYWOOD DRIVE
Apt/Suite/Other:
City: ANN ARBOR
State: MI Zip Code: 48104-1059

3. Registered Office Mailing Address:
P.O. Box or Street Address: 1100 NORTH MAIN #A
Apt/Suite/Other:
City: ANN ARBOR
State: MI Zip Code: 48104

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

CONTINUATION OF PREVIOUS ARTICLES:

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

PURSUANT TO SECTION 209(C) OF THE ACT, MCL 450.2209, THE CORPORATION ASSUMES LIABILITY FOR ALL ACTS OR OMISSIONS FOR A DIRECTOR OR VOLUNTEER OFFICER TO THE CORPORATION, ITS SHAREHOLDERS, OR ITS MEMBERS FOR MONEY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR OR VOLUNTEER OFFICER, EXCEPT 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.
- D. AN INTENTIONAL CRIMINAL ACT.
- E. A LIABILITY IMPOSED UNDER SECTION 497(A).

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 BEFORE 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.

COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

☒ (b) These Restated Articles of Incorporation were duly adopted on 5/11/2021 , in accordance with the provisions of Section 641 of the Act: (select one of the following)
This document must be signed by an authorized officer or agent:
☒ were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 23rd Day of June, 2021 by:

Signature	Title	Title if "Other" was selected
Deb Polich	President	

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