

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH**  
**BUREAU OF COMMERCIAL SERVICES**

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Nonprofit Corporations**

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:*

1. The present name of the corporation is: NORTH ROSEDALE PARK CIVIC ASSOCIATION.
2. The identification number assigned by the Bureau is: 720000
3. All former names of the corporation are: NONE
4. The date of filing of the original Articles of Incorporation was: MARCH 8, 1932\_\_\_\_\_.

*The following restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:*

**Article I**

The name of the corporation is:

NORTH ROSEDALE PARK CIVIC ASSOCIATION

**Article II**

The corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), including promoting the interests of the residents of the North Rosedale Park subdivisions and surrounding Detroit, Michigan residential and commercial areas by providing a variety of recreational and social services, assisting in maintaining the health, safety and sanitary conditions and applicable zoning and property restrictions, and maintaining the North Rosedale Park community house, adjacent facilities and park grounds for use by residents and the public.

**Article III**

1. The corporation is organized on a nonstock basis.
2. The description and value of its real property assets are: community house building, adjacent facilities and park grounds: \$ 755,000.\_\_\_\_\_.

3. The description and value of its personal property assets are: office equipment, furniture and furnishings: \$ 10,000..
4. The corporation is to be financed under the following general plan: Membership dues, rental income, contributions from the general public and grants from foundations.
5. The corporation is organized on a membership basis.

#### **Article IV**

1. The address of the registered office is 18445 Scarsdale, Detroit, MI 48223.
2. The mailing address of the registered office is the same as above.
3. The name of the registered agent at the registered office is Lynn Garrett.

#### **Article V**

The corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2016 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to Act 162, Public Acts of 1982..

No part of the assets or net earnings of the corporation may inure to the benefit of or be distributable to its directors, officers, or other private persons; provided, however, that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable process.

No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

#### **Article VI**

Except as otherwise provided by law, a volunteer director or volunteer officer of the corporation is not personally liable to the corporation for monetary damages for a breach of the director's or officer's fiduciary duty.

The corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director.

The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer provided that:

- (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 or wanton misconduct;
- (d) the volunteer's conduct was not an intentional act; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

## **Article VII**

Upon termination or winding up of the corporation, the board of directors will distribute all remaining assets of the corporation for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code and having the same or a purpose similar to that of the corporation.

These Restated Articles of Incorporation were duly adopted on the 16th day of May, 2011, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes was cast in favor of these Restated Articles of Incorporation.