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

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ADMINISTRATIVE  
CORPORATIONS DIVISION

MAY 01 2017

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**RESTATED 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 Restated Articles:

- The present name of the corporation is:  
Orchard Hills Athletic Club
- The identification number assigned by the Bureau is:
- All former names of the corporation are:  
Orchard Hills Athletic Club, Inc  
Orchard Hills Athletic Club Association, Inc
- The date of filing the original Articles of Incorporation was: November 3, 1964

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:  
Orchard Hills Athletic Club

**ARTICLE II**

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

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**ARTICLE III**

1. The corporation is formed on a nonstock basis.  
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

Dues-paying members in the Orchard Hills, Bromley, Maplewood subdivisions and other members outside of these subdivisions as determined by the Board of Directors, and donations from club supporters.

b. The corporation is formed on a membership basis.  
(membership or directorship)

**ARTICLE IV**

1. The name of the resident agent is: Linda Klimach

2. The address of the registered office is:

2300 Yorktown Drive Ann Arbor , Michigan 48105  
(Street Address) (City) (ZIP Code)

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

PO Box 131277 Ann Arbor , Michigan 48113-1277  
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attached Appendix A

5. 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.**

a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b.  These Restated Articles of Incorporation were duly adopted on the 18 day of April, 2017, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

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.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to section 525 of the Act as the corporation is formed on a directorship basis.

were duly adopted by the written consent of the shareholders, members, or their proxies having not less than the minimum number of votes required by statute in accordance with section 407 of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders, members, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this 23 day of April, 2017

By Linda P Klimach  
(Signature of Authorized Officer or Agent)

Linda P Klimach  
(Type or Print Name)

Treasurer  
(Type or Print Title)

## ARTICLE II

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

- A. To receive and administer funds and property and to operate exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and in particular to provide swimming and diving instruction to members of the community and to encourage competition in water sports among children.
- B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
- D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE V

Each active member of the Corporation, as determined by the Corporation's Board of Directors, shall be entitled to one vote on any matter submitted to a vote of the members.

## ARTICLE VI

A. A director of the corporation or a volunteer officer of the corporation, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the "Act"), shall not be personally liable to the corporation or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer. However, this provision shall not eliminate or limit the liability of a director or volunteer officer for any of the following:

- (1) the amount of a financial benefit received by a director or volunteer officer to which the director or volunteer officer is not entitled,

- (2) intentional infliction of harm on the corporation or its members,
- (3) a violation of section 551 of the Act,
- (4) an intentional criminal act, or
- (5) a liability imposed under section 497(a) of the Act.

B. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after the filing of these articles of incorporation and incurred in the good faith performance of the volunteer director's duties. However, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Code.

C. The corporation assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, as those terms are defined in the Act, occurring on or after the effective date of the filing of these articles of incorporation if all of the following are met:

- (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (2) the volunteer was acting in good faith,
- (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- (4) the volunteer's conduct was not an intentional tort, and
- (5) 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, MCL 500.3135.

However, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Code.

D. If the liability of a director or volunteer officer might be limited or eliminated under more than one of paragraphs A, B, and C above, then the provision or provisions offering the maximum protection to the director or officer will apply.

E. If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors, officers, or other volunteers of nonprofit corporations, then the liability of the corporation's directors, officers, and other volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will 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 will have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

## ARTICLE VII

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local 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 then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

At no time prior to any dissolution of the corporation will the corporation's status be other than nonprofit.