

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

Date Received

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RESTATED ARTICLES OF INCORPORATION

For use by Domestic Non-Profit 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:

1. The present name of the corporation is:

Michigan Library Association

2. The identification number assigned by the Bureau is:

727368

3. All former names of the corporation are:

None

4. The date of filing the original Articles of Incorporation was: April 22, 1968

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:

Michigan Library Association

ARTICLE II

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

1. To engage in activities, including receiving and administering funds, which promote and support library interests in the State of Michigan.
2. To acquire real and personal property by purchase, gift, grant, devise or bequest, and to hold, own, accept and dispose of the same for the particular objects of the Corporation.
3. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the corporation is organized.

The Corporation is intended to be an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code (the "Code") and which qualifies as "other than a private foundation" within the meaning of Section 509(a)(1) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the corporation) shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws or (b) by an organization the contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent Federal tax laws.

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.

No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation except as otherwise provided in section 501(h) of the Code.

ARTICLE III

1. The corporation is organized upon a nonstock basis.
(stock or nonstock)
 2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is N/A. 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:
 3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

and the description and value of its personal property assets are: (if none, insert "none")

(The valuation of the above assets was as of _____, _____)
The corporation is to be financed under the following general plan:
The receipt of membership fees, activity fees, grants, and donations.
- The corporation is organized on a membership basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
1407 Rensen Street, Suite 2 Lansing, Michigan 48910
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
same, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Gretchen Couraud

ARTICLE V

- A. Volunteer Director and Officer Liability. A volunteer director and a volunteer officer shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty as a director or officer, except for liability: (a) For any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) For any violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act"); (d) For any transaction from which the director or officer derived an improper personal benefit; (e) For any act or omission that is grossly negligent; or (f) For any act or omission occurring before the date this article is filed with the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services.
- B. Assumption of Volunteer Director Liability. 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 effective date of these Articles of Incorporation and incurred in the good faith performance of the volunteer Director's duties as such.
- C. Assumption of Volunteer Liability. The Corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of this article, provided that all of the following conditions are met:
- (1) The volunteer was acting or reasonably believed that 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.
 - (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, Act No. 218 of the Public Acts of 1956.
- D. Amendment of Liability Law. For purposes of this article, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

For purposes of this article, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

In the event the Act is amended after the filing of this article of the Articles of Incorporation with the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

ARTICLE V (continued)

- E. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the member (or designated member representative) who signs the consent. Any written consent may be in electronic format as permitted by MCL §450.837(3). Any signature thereon may be made in electronic format as permitted by MCL §450.837(4).

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who would have been entitled to notice of the member meeting if the action had been taken at a meeting and who have not consented to the action in writing.

ARTICLE VI

Dissolution of Corporation. Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation (except assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with those requirements) to an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code as designated by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Ingham to such organization or organizations as said Court shall select and determine which are tax exempt under Section 501(c)(3) of the Code.

ARTICLE VII

- A. Indemnification of Directors and Officers. The Corporation shall indemnify any and all persons who may serve as directors and officers (whether or not a volunteer director or officer) against any and all expenses including attorneys' fees in connection with his/her defense in a judicial or administrative proceeding involving assessments or penalties under the Internal Revenue Code or Michigan laws relating to mismanagement of funds of charitable organizations to the extent that such expenses are reasonably incurred in connection with such proceeding and provided that such director and officer is successful in such defense or such proceeding is terminated by settlement, and that he/she has not acted willfully but in good faith with reasonable cause to believe that his/her actions or failures to act were not in violation of the Code or laws and were in the best interest of the Corporation. The payment of such expenses by the Corporation shall not include the payment of taxes, penalties, expenses or correction, or any other amounts for which such director and officer shall be held liable. Any indemnification hereunder shall be made only after determination that indemnification of such director and officer is proper in the circumstances because he/she has met the standards of conduct set forth herein. Such determination shall be made by either a majority vote of a quorum of the Board of Directors consisting of those directors who were not parties to such proceedings or, if such quorum is not obtainable, by written opinion of independent legal counsel selected by those directors not parties to such proceedings.
- B. Indemnification of Others. To the extent not prohibited by the laws of the State of Michigan or the Code, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director or officer of the Corporation, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation.

b. These Restated Articles of Incorporation were duly adopted 25th day of January, 2008 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the of the Articles of Incorporation, and: (check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on nonstock directorship basis). The necessary number of votes were cast in favor of Restated Articles of Incorporation.

were duly adopted by the written consent of **all** the shareholders or members entitled 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 Act as the corporation is organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not than the minimum number of votes required by statute in accordance with Section and (2) of the Act. Written notice to shareholders or members who have not consented writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed 25 day of January, 2008

By Josie Parker, President
(Signature of President, Vice-President, Chairperson, or Vice Chairperson)

Josie Parker, President
(Type or Print Name) (Type or Print Title)