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As amended and restated
September 16, 1987

SEP 22 1987

FILED

MICHIGAN DEPT. OF COMMERCE

SEP 22 1987

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

RESTATED ARTICLES OF INCORPORATION

of

MICHIGAN STATE BAR FOUNDATION
(a Michigan Nonprofit Corporation)

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended (the "Michigan Nonprofit Corporation Act"), the undersigned corporation executes the following Restated Articles of Incorporation:

1. These Restated Articles of Incorporation are executed pursuant to the provisions of Sections 641-651 of the Michigan Nonprofit Corporation Act.

2. The present name of the corporation is: Michigan State Bar Foundation.

3. The corporation's identification number (CID) is: 715-083

4. The corporation has no former name.

5. The date of filing of the original Articles of Incorporation was: December 5, 1947.

6. The following Restated Articles of Incorporation supersede the original Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation.

MP



(Non-Profit)

ARTICLES OF INCORPORATION
OF
MICHIGAN STATE BAR FOUNDATION

ARTICLE I

The name of this corporation is MICHIGAN STATE BAR FOUNDATION.

ARTICLE II

The purpose or purposes of this corporation are as follows:

The receipt, holding, investment, re-investment and expenditures of gifts, donations, bequests, devises, membership contributions, and all other funds which may be received from any other source, together with all income therefrom for the advancement of the science of jurisprudence, the promotion of improvements in the administration of justice and uniformity of judicial proceedings and decisions, the elevation of judicial standards, the advancement of professional ethics, the improvement of relations between members of the bar, the judiciary and the public and the preservation of the American constitutional form of government, exclusively through education, scientific research and publicity, the furtherance of the delivery of legal services to the poor, and such purposes as may be necessary and proper to promote improvements in the administration of justice in the State of Michigan, the acquisition for such purposes of such real and personal property as shall, from time to time, be necessary, and owning, holding, mortgaging, investing, re-investing, leasing and managing of such property, and the doing of any and all things necessary or incident to the best accomplishment of all the foregoing purposes, provided, however, that none of the funds, property or income of the corporation shall at any time be used in attempting to influence legislation or action by any public officer or the courts by the carrying on of propaganda or otherwise for the private benefit of any member of the corporation or any other private individual or corporation. To accomplish the foregoing objects the corporation shall also have the right to act as trustee of any funds or property that it may receive under specific or limited gifts, grants, devises, bequests or agreements, and shall have the right to receive, hold and manage the same under any terms and conditions therein imposed which are clearly within the objects above as set forth.

ARTICLE III

location The location of the corporation is City of Lansing, in the County of Ingham, State of Michigan. Post Office address and of registered office in Michigan is 306 Townsend Street, Lansing, Michigan 48914, and that Stephanie J. Arbanas is the resident agent of this corporation in charge of its registered office.

ARTICLE IV

The corporation shall be organized upon a nonstock basis. The description and value of the corporation's real and personal property as of September 16, 1987, are as follows:

Personal property	\$500.00 (office equipment, supplies)
Real property	<u>-0-</u>

The corporation will be financed through membership dues and gifts, donations, bequests and devises as set forth in Article II hereof. The corporation shall be organized on a membership basis.

ARTICLE V

The affairs of the corporation shall be managed by a board of twelve trustees. The trustees shall hereafter be elected by the members as provided in the bylaws of the corporation, and the Chief Justice of the Supreme Court of Michigan, the President, and the President Elect of the State Bar of Michigan shall be ex-officio members of the board by virtue of their respective offices.

ARTICLE VI

The term of this corporation is perpetual.

ARTICLE VII

Membership in the Michigan State Bar Foundation shall be limited to members in good standing of the State Bar of Michigan, who shall file (1) a written application for life membership accompanied by a life membership fee as shall from time to time, be fixed by the Board of Trustees, (2) who file a written application for a sustaining membership and the payment of such annual sustaining membership fee to the Foundation as shall, from time to time, be fixed by the Board of Trustees, and (3) such other members or classes of members as shall, from time to time, be authorized by the membership at any annual meeting.

No member or shareholder of the corporation shall have any proprietary interest in any of the assets thereof. In case of dissolution the assets of the corporation shall not be distributed to the members or shareholders thereof, but instead, after the payment of all obligations, the then remaining assets of the corporation, real and personal, shall be conveyed, pursuant to the cy pres doctrine, and under the direction of a court of equity of competent jurisdiction, to a Michigan non-profit corporation formed for like or a similar purpose, and having a term of existence as long as the laws of the State of Michigan then in force will permit.

ARTICLE VIII

Neither the officers nor the trustees of this corporation shall ever receive any compensation for services rendered to the corporation in their official capacity. The foregoing provision, however, shall not prevent the payment for necessary clerical and administrative work of the corporation, to be carried on by the secretary or by a fiscal agent or agents.

These Restated Articles of Incorporation were duly adopted on the 16th day of September, 1987, in accordance with the provisions of Section 642 of Act 162, Public Acts of 1982, as amended. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the vote of the members. The necessary number of votes were cast in favor of these Restated Articles of incorporation.

Signed this 16th day of September, 1987.


Charles R. Rutherford,
President

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)
FEB 10 1993		FILED
		FEB 10 1993
Name		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
Michigan State Bar Foundation		
Address		
306 Townsend Street		
City	State	ZIP Code
Lansing	MI	48933-2083
EFFECTIVE DATE:		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Michigan State Bar Foundation							
2. The corporation identification number (CID) assigned by the Bureau is:	<table border="1" style="display: inline-table;"> <tr> <td>7</td><td>1</td><td>5</td><td>—</td><td>0</td><td>8</td><td>3</td> </tr> </table>	7	1	5	—	0	8	3
7	1	5	—	0	8	3		
3. The location of its registered office is:								
<u>306 Townsend Street</u>	<u>Lansing</u> , Michigan <u>48933-2083</u>							
(Street Address)	(City) (ZIP Code)							

4. Article V of the Articles of Incorporation is hereby amended to read as follows:

The affairs of the corporation shall be managed by a board of fifteen trustees. Twelve trustees shall hereafter be elected by the members as provided in the bylaws of the corporation, and the Chief Justice of the Supreme Court of Michigan, the President and the President Elect of the State Bar of Michigan shall be ex-officio members of the board by virtue of their respective offices.

cc
12.50 098886 C+CR MK

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 16th day of September, 1992. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2) of the Act if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or member who have not consented in 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.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 16th day of February, 1993
 By Michael G. Harrison
(Only signature of President, Vice-President, Chairperson and Vice-Chairperson)

Michael G. Harrison, President
(Type or Print Name) (Type or Print Title)

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received
OCT 14 1998

(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.

FILED
OCT 16 1998

10/14/1998 CSALKELD
Trans 00950109

715083

8071
Total \$10.00

Corps Org & Filing & LLC art

Name Linda K. Rexer		
Address Michigan State Bar Foundation 306 Townsend Street		
City Lansing	State MI	Zip Code 48933

Administrator
MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

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.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **Michigan State Bar Foundation**

2. The identification number assigned by the Bureau is:

715083

3. Article V of the Articles of Incorporation is hereby amended to read as follows:

Articles of Incorporation, Article V

The affairs of the corporation shall be managed by a board of eighteen trustees. Fifteen trustees shall hereafter be elected by the members as provided in the bylaws of the corporation, and the Chief Justice of the Supreme Court of Michigan, the President and the President Elect of the State Bar of Michigan shall be ex-officio members of the board by virtue of their respective offices.

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COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19_____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 16th day of September, 1998 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in 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.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

Profit Corporations

Signed this _____ day of _____, 19_____

By _____
(Signature of an authorized officer or agent)

(Type or Print Name)

Nonprofit Corporations

Signed this 16th day of September, 1998

By Michael G. Harrison
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Michael G. Harrison President
(Type or Print Name) (Type or Print Title)