

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The Name of the Corporation is Michigan State Bar Foundation.

ARTICLE II

The purposes for which the Corporation is organized are:

The corporation is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or comparable provision of subsequent legislation, including but not limited to providing leadership and resources for the following particular purposes:

- A. Improve access to the civil justice system, including civil legal aid for low-income households;
- B. Improvements in the administration of justice; and
- C. Other goals closely aligned with the civil justice system.

The Corporation is empowered to exercise all rights and powers conferred by the law of the State of Michigan upon nonprofit corporations, including but without limitation:

- (1) To receive gifts, bequests, and contributions, in any form, to collect dues, and to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the Corporation's purpose.
- (2) To receive and administer funds in order to further charitable, educational, scientific, or literary purposes and to lessen the financial burdens of government.
- (3) To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and the proceeds thereof in furtherance of the purposes of the Corporation; and
- (4) To do all such things as are incidental or conducive to the attainment of the foregoing purposes of the Corporation.

In case of dissolution, the assets of the corporation, after the payment of all obligations, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, as determined by the Board of Directors.

Article III

The location of the corporation is the City of Lansing, in the County of Ingham, State of Michigan. The address of the registered office is 306 Townsend Street, Lansing MI 48933. The name of the resident agent is Jennifer Bentley.

Article IV

The corporation shall be organized upon a nonstock, directorship basis.

The corporation will be financed through donations, grants, bequests, or agreements and shall have the right to receive, invest, hold and manage such revenue. The Corporation is a Directorship Corporation that may set up informal membership opportunities and such members will not have governing authority.

Article V

The term of the Corporation is perpetual.

Article VI

A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director, except for liability for any of the following:

- (1) The amount of a financial benefit received by a volunteer director or volunteer officer to which he or she is not entitled;
- (2) Intentional infliction of harm on the Corporation;
- (3) A violation of Section 551 of the Michigan Nonprofit Corporation Act;
- (4) An intentional criminal act;
- (5) A liability imposed under section 497(a) of the Michigan Nonprofit Corporation Act.

The Corporation hereby assumes all liability to any person other than the Corporation and its members, for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties; provided, however, if applicable, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation hereby assumes the liability for all acts or omissions of a volunteer director or volunteer officer occurring on or after the date the initial Articles of Incorporation were filed with the State of Michigan if all 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.
- (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 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.

In all cases in which the Corporation assumes the liability hereunder, the Corporation, and not the individual volunteer director or volunteer officer, shall be named as the defendant in the lawsuit.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of a director or officer of the Corporation (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 Michigan Nonprofit Corporation Act as so amended, except, if applicable, 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 or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

No director shall have any proprietary interest in any of the assets of the Corporation.

Notwithstanding any other provisions of these Articles of Incorporation, no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the organization 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 Article II. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise

attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

The Corporation is intended to be a public charity, but in the event the Corporation is determined to be a "private foundation," as that term is defined in section 509(a) of the Code, then:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
- B. The Corporation shall not engage in any act or take any actions which subject it to the tax on self-dealing imposed by section 4941 of the Code.
- C. The Corporation shall not own, obtain or retain an interest in any business enterprise which subject it to the tax on excess business holdings imposed by section 4943 of the Code.
- D. The Corporation shall not make any investments in such manner as to subject it to tax imposed by section 4944 of the Code.
- E. The Corporation shall not expend its funds in such a manner as to subject it to the tax on taxable expenditures imposed by 4945 of the Code.