

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

(For Bureau Use Only)

DATE RECEIVED

CORPORATE IDENTIFICATION NUMBER ___ - ___ - ___ - ___

ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations

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

ARTICLE I-Name

The name of the corporation is:

Great Lakes Aquatic Habitat Network and Fund, Inc.

ARTICLE II-Purposes

The purpose for which this corporation is incorporated is exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code. Specifically, building effective community-based initiatives to protect and restore the water quality of the Great Lakes basin.

ARTICLE III-Organization

1. The corporation is organized upon a non-stock basis.
2. There is presently no real or personal property owned by the corporation.
3. The corporation is to be financed through the solicitation of charitable contributions, government grants, private foundation grants, membership dues, fundraising events and program event fees.
4. The corporation is organized on a directorship basis.

ARTICLE IV-Registered Office and Agent

1. The street address and mailing address of the registered office is:

426 Bay Street
 Petoskey, MI 49770

2. The name of the resident agent at the registered office is Jill M. Ryan.

ARTICLE V-Incorporator

The name and address of the incorporators are as follows:

Jill M. Ryan	426 Bay Street	Petoskey	MI	49770
Molly Flanagan	213 W. Liberty, Ste 200	Ann Arbor	MI	48103
Annette Marshall	301 Peninsula Drive, Ste 5	Erie	PA	16505
Aimee Lane	1301 E. 9 th Street, Ste 3500	Cleveland	OH	44114

ARTICLE VI-Prescribed Activities

1. No part of the corporation’s income is distributable to its directors or officers, and the corporation shall not have or issue shares of stock or pay dividends.
2. The corporation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.
3. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its directors and others, and to make payments and distributions in furtherance of the purposes set forth in Article II.
4. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing of distributing of statements) any political campaign on behalf of any candidate for public office.
5. The corporation shall not conduct or carry on any activities not permitted to be conducted for carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.

6. In the event of a liquidation or dissolution of the corporation, all of the assets, after the payment of obligations and liabilities of the corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose as may be selected by the corporation's Board of Trustees. The Transferee Corporation shall qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.

ARTICLE VII-Amendments

Two-thirds of the Board of Trustees may amend these Articles of Incorporation.

ARTICLE VIII-Perpetual Duration

The duration of this corporation shall be perpetual.

ARTICLE IX-Volunteer Directors and Officers Breach of Duty

A volunteer director and officer are not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:

- a. A breach of the director's duty of loyalty to the corporation or its shareholders or members.
- b. Acts of omissions not in good faith, or that would involve intentional misconduct or a knowing violation of law.
- c. A violation of Section 551(1) of the Michigan Non-Profit Corporation Act.
- d. A transaction from which the director derived an improper personal benefit.
- e. An act or omission occurring before the date these Articles become effective.
- f. An act or omission that is grossly negligent.

ARTICLE X-Liability Assumption-Volunteer Director

The corporation assumes all liability to any person other than the corporation, its shareholders or members for all acts or omissions of a volunteer director occurring in the good faith performance of the volunteer director's duties on or after the date these Articles become effective. The costs and attorney fees are also to be reimbursed by the Great Lakes Aquatic Habitat Network and Fund.

ARTICLE XI-Liability Assumption-Non-Director Volunteer

The corporation assumes liability for all acts or omissions of a non-director volunteer occurring on or after the effective date of these Articles of Incorporation if all of the following are met:

- a. The volunteer was acting or reasonably believed he or she was acting in 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 and wanton misconduct.
- d. 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 MCL 500.3135.

Pursuant to MCL 450.2556 a claim for monetary damages for a non-director volunteer's acts or omissions shall not be brought or maintained against a non-director volunteer. The claim shall be brought and maintained against the Great Lakes Aquatic Habitat Network and Fund.

ARTICLE XII-Consent Action

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Trustees or a committee may be taken without a meeting if, before or after the action, a majority of all members of the Board of Trustees or of the committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board of Trustees or committee. The consent has the same effect as a vote of the Board of Trustees or committee for all purposes.

Dated: _____

Articles of Incorporation

(Great Lakes Aquatic Habitat Network and Fund)

Incorporators:

Name

Name

Name

Name

Name

PREPARED BY AND WHEN FILED RETURN TO:

Name Jill M. Ryan
Organization Great Lakes Aquatic Habitat Network and Fund, Inc.
Street Address 426 Bay Street
City, State, Zip Code Petoskey, MI 49770
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Fax Number (231)347-5928