

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**SOUTHSHORE CONCERT BAND**

**(A Michigan Nonprofit Corporation)**

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

1. The present name of the Corporation is: Southshore Concert Band
2. The corporation identification number (CID) assigned by the Bureau is 760961
3. All former names of the Corporation are: None
4. The date of filing the original Articles of Incorporation was: February 12, 1999

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 SOUTHSHORE CONCERT BAND.

**ARTICLE II**

1. The purposes for which the Corporation is organized are as follows:
  - (a) To further the cultural growth of Southwest Michigan and to stimulate a continuing interest in instrumental music through the operation of a concert band, containing adult members who are performing for the joy of music.
  - (b) To operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the “Code”).
  - (c) To buy, own, manage, receive, administer, lease and mortgage real estate, personal property, and other assets for use in connection with charitable purposes.
  - (d) To borrow money and to pledge and mortgage its assets in furtherance of charitable purposes.

- (e) To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Corporation set forth herein.

2. The Corporation shall make the rights, privileges and activities of its programs available to persons of any ethnicity, race, sex, age, gender identity, sexual orientation, religion, creed and/or color, regardless of handicap or disability.

3. The Corporation shall not discriminate on the basis of ethnicity, race, sex, age, gender identity, sexual orientation, religion, creed, handicap, disability or color in the administration of its policies and programs.

4. The Corporation is organized exclusively to perform those charitable, educational, and scientific purposes permitted under Section 501(c)(3) of the Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on: (1) by an organization which is described in Section 501(c)(3) of the Code and which is exempt from federal income tax under Code Section 501(a); or (2) by an organization, contributions to which are deductible under Code Section 170(c)(2).

5. If the Corporation should be classified as a private foundation within the meaning of Section 509 of the Code, the officers of the Corporation shall:

- (a) Distribute all income of the Corporation at such times and in such manner as not to subject the Corporation to tax under §4942 of the Code;
- (b) Refrain from causing the Corporation to engage in any act of self dealing as defined in Section 4941(d) of the Code.
- (c) Refrain from retaining any excess business holdings as defined in Section 4943(c) of the Code in a manner that would subject the Corporation to tax under Section 4943(a) of the Code.
- (d) Refrain from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
- (e) Refrain from making any taxable expenditures as defined in Section 4945(d) of the Code.

### ARTICLE III

- 1. The Corporation is organized upon a nonstock basis.
- 2. The assets which the Corporation possesses are:

Real Property - None

Personal Property - Musical Instruments	- \$15,104.00
Musical Stands	- 480.00
Music Library	- 40,000.00
Misc.	- <u>505.00</u>
TOTAL	\$56,089.00

- The Corporation is organized on a membership basis.

#### ARTICLE IV

The Corporation is to be financed by gifts, grants, contributions, member dues and revenues and fees from its exempt activities.

#### ARTICLE V

- The address and the mailing address of the current registered office are:

Address:                   c/o Lake Michigan College  
2755 E Napier Ave  
Benton Harbor, MI 49106

Mailing Address:       PO Box 939  
Bridgman, MI 49106

- The name of the initial resident agent at the registered office is: Dale L. Reuss

#### ARTICLE VI

- No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any Director or Officer of the Corporation, contributor, member or individual as prohibited by Code Section 501(c)(3).

#### ARTICLE VII

- To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a volunteer director and a volunteer officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the director's or officer's fiduciary duty. However, this provision does not eliminate or limit the liability of a director or an officer for any of the following:

- (a) a breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) a violation of Section 551(1) of the MNCA;

- (d) a transaction from which the director or officer derived an improper personal benefit;
- (e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; or
- (f) an act or omission that is grossly negligent.

2. To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, 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 date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer director's duties as such. Pursuant to Section 541(4) of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a breach of a volunteer director's duty to any person other than the Corporation or its members shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the volunteer director's duty.

3. In addition to the Corporation's assumption of liability pursuant to subsection 2 above, to the fullest extent permitted under Section 209(e) of the MNCA, as the same presently exists or may hereafter be amended, the Corporation assumes the liability for all acts or omissions of each volunteer director, each volunteer officer and all other volunteers occurring on or after the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA if all of the following are met:

- (a) the volunteer was acting or reasonably believed he or she was acting within 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 an intentional tort; and
- (e) 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.

Pursuant to Section 556 of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a volunteer director's or volunteer officer's acts or omissions shall not be brought or maintained against a volunteer director or volunteer officer. The claim shall be brought and maintained against the Corporation.

4. The term “volunteer director” shall have the same definitions as set forth in Sections 110(2) of the MNCA, as the same presently exists or may hereafter be amended.

The term “volunteer officer” means an individual, other than a volunteer director, who has been elected or appointed as an officer of the Corporation (e.g., President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant treasurer) and who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

5. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of directors or officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

#### ARTICLE VIII

The Corporation may be dissolved only if dissolution is approved by a vote of three-quarters of the Members at a scheduled rehearsal. Members must be given notice of the vote of dissolution, including the time and place of the rehearsal where the vote will be held, at least thirty (30) days but not more than sixty (60) days before the date of the vote.

In the event of the dissolution of the Corporation, all of the Corporation’s assets, real and personal, shall be distributed to any nonprofit organization selected by the Corporation’s Board of Directors, which is tax exempt under Section 501(c) (3) of the Internal Revenue Code. Any such assets not so disposed, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Berrien to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or any corresponding revision of any subsequent income tax laws).

#### ARTICLE IX

Any proposed amendment or alteration to these Articles of Incorporation must be presented through the Board of Directors. These Articles of Incorporation may only be amended or altered if approved by a vote of three-quarters of the members of the Corporation present at a scheduled rehearsal, provided that notice of the proposed amendment or alteration shall have been sent to the members as required by the MNCA.

These Restated Articles of Incorporation were duly adopted on the \_\_\_\_ day of \_\_\_\_\_, 201\_\_, in accordance with the provisions of Section 642 of the MNCA.

These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by the members, with the necessary number of votes cast in favor of these Restated Articles of Incorporation.

Signed this \_\_\_\_ day of \_\_\_\_\_, 201\_\_.

By \_\_\_\_\_  
Its President (Signature)

\_\_\_\_\_  
(Type or Print Name)

After filing return to:

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