

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

Date Received

(FOR BUREAU USE ONLY)

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ARTICLES OF INCORPORATION

OF

ALLENDALE MIDDLE SCHOOL PTO

These Articles of Incorporation are executed for the purpose of forming a nonprofit corporation pursuant to the provisions of the Michigan Nonprofit Corporation Act being Act 162, Public Acts of 1982, as amended.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **ALLENDALE MIDDLE SCHOOL PTO.**

ARTICLE II

CORPORATE PURPOSES

The corporation is formed for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and more specifically, to provide funds, materials and services to supplement **MIDDLE SCHOOL PROGRAMMING AND STUDENTS WITHIN ALLENDALE PUBLIC SCHOOLS.** The corporation may engage in any activity in

connection with the above-stated purposes for which a nonprofit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982, as amended. However, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

CORPORATE RESTRICTIONS

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation 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 H.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

ORGANIZATION AND FINANCING

The corporation shall be organized on a nonstock membership basis.

The corporation does not own any real property at the present time. The corporation owns **personal property of \$_____ U.S. dollars.**

The corporation shall be funded by contributions, donations, grants and bequests from individuals and organizations, public and private.

ARTICLE V

REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of the corporation is **10505 LEARNING LANE, ALLENDALE MI 49401**The name of the initial resident agent of the corporation is **SCOTT PARK, ALLENDALE PUBLIC SCHOOLS, ON BEHALF OF THE ALLENDALE PARENT & BOOSTER GROUPS (APBO) CORPORATION.**

ARTICLE VI

INCORPORATOR

The name of the incorporator of the corporation is **ANN ROTMAN, MIDDLE SCHOOL PTO PRESIDENT.** The incorporator's address is **11026 SPLIT OAK DRIVE, WEST OLIVE MI 49460.**

ARTICLE VII

TERM OF CORPORATION

The term of the corporation is perpetual.

ARTICLE VIII

LIMITED LIABILITY FOR DIRECTORS AND OTHER PERSONNEL

A volunteer director or volunteer officer of the corporation 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, except for liability 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 Michigan Nonprofit Corporation Act, relating to distributions, share purchases and loans to certain persons;
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the date this document is filed; or
- (f) An act or omission that is grossly negligent.

The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, so long as:

- (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 313 5 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

For purposes of this Article VIII, "volunteer director" means 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 a director in his or her capacity as a director.

For purposes of this Article VIII, a "volunteer officer" and "other volunteer" means an individual, other than a volunteer director, performing services for the corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

Any repeal, modification or adoption of any provisions in these Articles of Incorporation inconsistent with this Article VIII shall not adversely affect any right or protection of a volunteer director, volunteer officer or other volunteer of the corporation existing at the time of such repeal, modification or adoption.

ARTICLE IX

LESS THAN UNANIMOUS MEMBER ACTION

Any action required or permitted by the Non Profit Corporation Act to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by 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 thereon were present and voted. Prompt notice of the take of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE X

DISSOLUTION

Upon dissolution of the corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to organizations chosen by the directors which are tax exempt under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XI

**REFERENCE TO INTERNAL
REVENUE CODE**

Any reference in these Articles to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

The undersigned incorporator has signed these Articles of Incorporation on

Dated: _____

**Ann Rotman, Middle School PTO
President/Incorporator**