

ARTICLES OF INCORPORATION OF  
Historic Fort Wayne Coalition, Inc.

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the “Act”), as amended, corporation executes the following articles:

ARTICLE I

The name of the corporation is: Historic Fort Wayne Coalition, Inc.

ARTICLE II

The purposes for which the corporation is organized are: to aid in furthering educational interpretive programs and physical restoration at Historic Fort Wayne in order to provide a way in which members of the general public may enjoy, protect and learn about our military history and in particular, that history relative to Historic Fort Wayne, and to perform any other activity consistent with and in pursuit of the purposes permitted a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

1. The corporation is organized upon a non stock basis.
2. a. The description and value of its real property assets are: none
- b. The description and value of its personal property assets are: cash accounts of approximately \$XXXXXX.
- c. The corporation is to be financed under the following general plan: membership dues; grants from businesses and civic organizations, individuals, and government entities and fund raising activities.
3. The corporation is organized on a membership basis.

## ARTICLE IV

1. The address of the initial registered office is: 3660 Columbiaville Rd., Columbiaville, MI 48421
2. The name of the initial resident agent at the registered office is: Doris Julian.

## ARTICLE V

The names and addresses of the incorporators are as follows:

Name	Residence or Business Address
Thomas Berlucchi	2024 Crabtree, Troy, MI 48083
William E. Eichler	128 Fontainebleau, Rochester Hills, MI 48307
Doris Julian	3660 Columbiaville Rd, Columbiaville, MI 48421
Dennis Duggan	2834 Ewald Circle, Detroit, MI 48238
Shawn E. Fitchpatrick	1633 Lincoln, Lincoln Park, MI 48146
Ric N. Julian	3660 Columbiaville Rd, Columbiaville, MI 48421
Lloyd Hevelhorst	23750 Lansdowne #10, Clinton Twp., MI 48035

## ARTICLE VI

No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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 and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code.

## ARTICLE VII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

## ARTICLE VIII

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors, a court of equity jurisdiction within this state may order a meeting of the affected creditors. The corporation, a creditor, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors, and also on this corporation.

## ARTICLE IX

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation for monetary damages for a breach of the director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. a breach of the director's duty of loyalty to the corporation or its members;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. a violation of section 551(1) of the Act;

4. a transaction from which the director derived an improper personal benefit;
5. an act or omission occurring before the filing of these articles of incorporation; or
6. an act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described in Article IX, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article IX shall apply to or have any effect on the liability or alleged liability of any member of the board of directors of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

## ARTICLE X

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions 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.

We, the incorporators, sign our names this **[ADD DATE HERE]**

Thomas Berlucchi

William Eichler

Doris Julian

Dennis Duggan

Shawn Fitchpatrick

Lloyd Hevelhorst

Ric N. Julian

Name of person or organization remitting fees:

Historic Fort Wayne Coalition

Fees \$20.00 payable to the State of Michigan

Please Return to:

Doris Julian, Secretary 3660 Columbiaville Rd., Colmumbiaville, MI  
48421

Preparer's name and business Telephone number:

William Eichler 248-761-7486