

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

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<table border="1"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>		Name			Address			City	State	Zip Code
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ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

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

ARTICLE I

The name of the corporation is:

ARTICLE II

The purpose or purposes for which the corporation is organized are: To uphold the Constitution & Bylaws of the United States; to realize the true American ideals and aims for which those eligible to membership fought; to advance the interest and work for the betterment of all wounded, gassed, injured and disabled veterans; to cooperate with the Department of Veterans Affairs and all other public and private agencies devoted to the cause (CONTINUED)

ARTICLE III

1. The corporation is organized upon a Non-stock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE II (CONTINUED)

of improving and advancing the condition, health and interest of all wounded, gassed, injured and disabled veterans; to stimulate a feeling of mutual devotion, helpfulness and comradeship among all wounded, gassed, injured and disabled veterans; to serve our comrades, our communities and our country; and to encourage in all people that spirit of understanding which will guard against future wars. This corporation is limited to such as will qualify it as an exempt organization under Internal Revenue Section 501(c)(4). This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ADDITIONAL PROVISION

This corporation recognizes the National organization known as Disabled American Veterans, incorporated by Act of Congress, and affirms its allegiance and subordination to the said National organization, its Constitution, Bylaws and all rules, mandates and regulations promulgated pursuant thereto. Upon dissolution of the corporation, the assets remaining after the payment of its debts shall be distributed as provided in Article 6, Section 6.4, Paragraphs 5 and 6, of the National Bylaws.

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, _____.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Name of person or organization
remitting fees:

Preparer's name and business
telephone number:

()

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II - The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. Article III - The corporation must be organized on a stock or nonstock basis. Complete Article III(2) or III(3) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value and description must be included. If there is no real and/or personal property, write in "none".
6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If organized on a directorship basis the corporation may have members but they may not vote and corporate action is determined by the Board of Directors.
7. Article IV - A post office box may not be designated as the address of the registered office. If the address includes a suite number, add the name of the business at the suite number to ensure proper mail delivery.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
10. The Articles must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the Articles of Incorporation on behalf of all of them. In such event, these Articles of Incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

FILING AND FRANCHISE FEE **\$20.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
Bureau of Commercial Services
Corporation Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437.

DLEG is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

New expedited services beginning January 1, 2006.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and MICH-ELF.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**
Same day - \$200 for any document concerning an existing entity
Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.
- **Two hour - \$500**
Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.
- **One hour - \$1000**
Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CS-901.

Act No. 222
Public Acts of 2008
Approved by the Governor
July 15, 2008
Filed with the Secretary of State
July 16, 2008
EFFECTIVE DATE: July 16, 2008

**STATE OF MICHIGAN
94TH LEGISLATURE
REGULAR SESSION OF 2008**

Introduced by Reps. Tobocman and Huizenga

ENROLLED HOUSE BILL No. 5681

AN ACT to amend 1982 PA 162, entitled "An act to revise, consolidate, and classify the laws relating to the organization and regulation of certain nonprofit corporations; to prescribe their duties, rights, powers, immunities, and liabilities; to provide for the authorization of foreign nonprofit corporations within this state; to impose certain duties on certain state departments; to prescribe fees; to prescribe penalties for violations of this act; and to repeal certain acts and parts of acts," by amending sections 106, 404, 505, 548, 611, 901, and 922 (MCL 450.2106, 450.2404, 450.2505, 450.2548, 450.2611, 450.2901, and 450.2922), sections 106, 404, and 901 as amended by 2008 PA 9 and section 611 as amended by 1984 PA 209.

The People of the State of Michigan enact:

- Sec. 106. (1) "Charitable purpose corporation" means a nonprofit corporation that meets any of the following:
- (a) Is exempt or qualifies for exemption under section 501(c)(3) of the internal revenue code, 26 USC 501.
 - (b) Is a corporation whose purposes, structure, or activities are exclusively those that are described in section 501(c)(3) of the internal revenue code, 26 USC 501.
 - (c) Is a corporation organized or held out to be organized exclusively for 1 or more charitable purposes.
- (2) "Corporation" or "domestic corporation" means a nonprofit corporation.
- (3) "Director" means an individual who is a member of the board of a corporation. The term is synonymous with "trustee" of a corporation or other similar designation.
- (4) "Electronic transmission" or "electronically transmitted" means any form of communication that meets all of the following:
- (a) It does not directly involve the physical transmission of paper.
 - (b) It creates a record that may be retained and retrieved by the recipient.
 - (c) It may be directly reproduced in paper form by the recipient through an automated process.

Sec. 404. (1) Except as otherwise provided in this act, notice of the time, place, if any, and purposes of a meeting of shareholders or members shall be given in any of the following manners:

- (a) By written notice, given personally, by mail, or by electronic transmission, not less than 10 nor more than 60 days before the date of the meeting to each shareholder or member of record entitled to vote at the meeting.
- (b) By including the notice, prominently displayed, in a newspaper or other periodical regularly published at least semiannually by or in behalf of the corporation and addressed and mailed, postage prepaid, to a member or shareholder entitled to vote at the meeting not less than 10 nor more than 60 days before the meeting.

(2) If a meeting of the shareholders or members is adjourned to another time or place, it is not necessary, unless the bylaws otherwise provide, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after the adjournment the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder or member of record on the new record date entitled to notice under subsection (1).

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Corporation Division
P.O. Box 30767
Lansing, MI 48909
(517) 241-6470
Corpsmail@michigan.gov

THOMAS A MCMASTERS III
17779 14 MILE RD
FRASER MI 48026

Re: ID# 762104

DISABLED AMERICAN VETERANS, DEPARTMENT OF MICHIGAN

New Requirements for Nonprofit Corporations

Public Act 222 of 2008, effective July 16, 2008, amended the Nonprofit Corporation Act. The amendment includes new requirements for nonprofit corporations.

Section 505 of the act has been amended to require the board of directors of a nonprofit corporation consist of at least three directors. Michigan nonprofit corporations in existence on July 16, 2008, must have a board consisting of three or more directors by January 16, 2009. For nonprofit corporations formed after July 16, 2008, the initial board of directors, and subsequent boards, must consist of three or more directors.

An existing nonprofit corporation with only one or two directors will need to increase the size of the board to at least three directors. If the corporation's bylaws fix the size of the board at less than three directors, the bylaws will need to be amended. In accordance with its bylaws, a nonprofit corporation may elect additional directors at its annual meeting or a special meeting called by the board.

Section 922 of the act has been amended to add a new subsection 2. The new subsection requires a "charitable purpose corporation" to provide notice of the dissolution to the Attorney General within 60 days of an automatic dissolution under section 922. The dissolved charitable purpose corporation is required to obtain written approval from the Attorney General before disposing of any of its assets. A nonprofit corporation is automatically dissolved under section 922 if it fails to file the annual report or pay the annual fee within the two years of the due date of the report. A definition for the term "charitable purpose corporation" has been added to section 106(1) of the act.

Enclosed is a copy of Public Act 222 of 2008. Legislative history and bill analysis is available on the Legislature's website. <http://legislature.mi.gov/doc.aspx?2008-HB-5681>