**RESTATED**

**ARTICLES OF INCORPORATION OF**

**ROTARY CHARITIES OF TRAVERSE CITY**

Pursuant to the provisions of Act No. 162 of the Public Acts of 1982, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of amending and fully restating the Articles of Incorporation of ROTARY CHARITIES OF TRAVERSE CITY, a Michigan nonprofit corporation.

The present name of the corporation is: Rotary Charities of Traverse City

The identification number assigned by the Bureau is: 800807816

All former names of the corporation are: N/A

The date of filing the original Articles of Incorporation was May 11, 1977

*The following Restated Articles of Incorporation supersede the Articles of Incorporation and shall be the Articles of Incorporation for the corporation:*

## ARTICLE I: NAME

The name of the Corporation is Rotary Charities of Traverse City.

## ARTICLE II: PURPOSES

The Corporation has been organized and at all times shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (the "**Code**") and solely for the benefit of, to perform the functions of, or to carry out the charitable purposes of Rotary Club of Traverse City, Michigan, a Michigan nonprofit corporation that meets the public support test under Code Section 509(a)(2) (the "**Supported Organization**").

In support of the purposes described in the previous paragraph, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Michigan upon nonprofit corporations, including but without limitation:

(i) To receive gifts, bequests and contributions, in any form, to collect dues, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the Corporation's purposes;

(ii) To receive and administer funds in order to further charitable, educational, scientific, or literary purposes and to lessen the financial burdens of government;

(iii) To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and

(iv) To do all such things as are incidental or conducive to and the attainment of the foregoing purposes of the Corporation.

The Corporation is, and will be, organized and operated exclusively for purposes described in Section 501(c)(3) of the Code and Section 509(a)(3) of the Code.

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, as determined by the Corporation's Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE III: ORGANIZATION

The Corporation is organized upon a nonstock basis.

The Corporation is organized on a membership basis.

The Corporation is to be financed under the following general plan: Financial support will be drawn from gifts, grants, contributions, and income from investments and other available sources.

## ARTICLE IV: REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The name of the registered agent at the registered office is Sakura Takano. The address of the registered office in Michigan (and the Corporation's mailing address) is 800 Cottageview Drive, Suite 1090, Traverse City, MI 49684.

DRAFT

## ARTICLE V: LIMITATIONS OF LIABILITY

A. A director or volunteer officer of the Corporation shall not be personally liable to the Corporation, its shareholders or its members for monetary damages for any action taken or any failure to take any action as a director or volunteer officer, except for liability for any of the following:

(i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
(ii) Intentional infliction of harm on the Corporation, its shareholders or members;
(iii) A violation of Section 551 of the Michigan Nonprofit Corporation Act;
(iv) An intentional criminal act;
(v) A liability imposed under section 497(a) of the Michigan Nonprofit Corporation Act.

B. The Corporation hereby assumes all liability to any person other than the Corporation, its shareholders or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties; provided, however, if applicable, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code and classified as a private foundation under section 509(a) or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

C. The Corporation hereby assumes the liability for all acts or omissions of a volunteer director or volunteer officer occurring on or after the date the initial Articles of Incorporation were filed with the State of Michigan if all of the following are met:

(i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
(ii) The volunteer was acting in good faith.
(iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
(iv) The volunteer's conduct was not an intentional tort.
(v) 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.

In all cases in which the Corporation assumes the liability hereunder, the Corporation, and not the individual volunteer director or volunteer officer, shall be named as the defendant in the lawsuit.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers of nonprofit Corporations, then the liability of a director or officer of the Corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as

so amended, except, if applicable, to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code and classified as a private foundation under section 509(a) or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

## ARTICLE VI: PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors officers, or other private persons, except that the organization 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 II hereof. No substantial part of the activities of the organization shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

## ARTICLE VII: ELECTRONIC TRANSMISSION; DIRECTORS WHO ARE 16 OR 17 YEARS OF AGE

In addition to any other form of notice or consent to or from a director or member permitted by these Articles of Incorporation or the Corporation's Bylaws, any notice or consent given by a form of electronic transmission to which the director or member has consented is effective. For this purpose, a director or member shall be deemed to have consented to such electronic transmission if such director or member does not affirmatively object to such transmission in writing and provides an email address to the Corporation. Further, "Electronic transmission" means any form of communication that meets all of the following: (1) it does not directly involve the physical transmission of paper; (2) it creates a record that may be retained and retrieved by the recipient; and (3) it may be directly reproduced in paper form by the recipient through an automated process.

The Corporation may have up to three directors who are 16 or 17 years of age as long as that number does not exceed 1/2 the total number of directors required for a quorum for the transaction of business.

## ARTICLE VIII: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner presently or hereafter prescribed by law, except that such right shall not be exercised in a manner that would or might be inconsistent with exemption from federal income tax pursuant to Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue Law). Any amendment to these Articles

of Incorporation shall require the affirmative vote of not less than a majority of the votes cast by the Members of the Corporation (so long as a quorum is present).

**ARTICLE IX: RESTRICTIONS IN THE EVENT OF PRIVATE FOUNDATION STATUS**

The Corporation is intended to be a public charity, but in the event that the Corporation becomes classified as a "private foundation" as that term is defined in section 509(a) of the Code, then:

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

B. The Corporation shall not engage in any act or take any actions which subject it to the tax on self-dealing imposed by section 4941 of the Code.

C. The Corporation shall not own, obtain or retain an interest in any business enterprise which subject it to the tax on excess business holdings imposed by section 4943 of the Code.

D. The Corporation shall not make any investments in such manner as to subject it to tax imposed by section 4944 of the Code.

E. The Corporation shall not expend its funds in such a manner as to subject it to the tax on taxable expenditures imposed by 4945 of the Code.

These Restated Articles of Incorporation were duly adopted on _____, 2026, by vote of the Members.

Signed on this _____ day of _____, 2026

By: _____

DRAFT