

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT

for

HURON ROWING ASSOCIATION

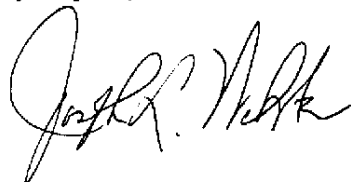
ID NUMBER: 750820

received by facsimile transmission on April 26, 2000 is hereby endorsed

Filed on April 27, 2000 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of April, 2000.



, Director

Corporation, Securities and Land Development Bureau



C&S 502 (Rev. 10/98)

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

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name HURON ROWING ASSOCIATION			
Address 3374 WILLIAMSBURG			
City ANN ARBOR	State MI.	Zip Code 48108	

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.



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:

HURON ROWING ASSOCIATION

ARTICLE II

The purpose or purposes for which the corporation is organized are:

The purpose of Huron Rowing Association is to develop, support and promote the sport of rowing at Ann Arbor Huron High School in a manner that reflects

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

N/A

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 cont: the educational philosophy and ideals of the school community and of the Midwest Scholastic Rowing Association.

See Articles 6, 7, 8: attached

Addition to Article II: Said Corporation is organized exclusively for charitable, religious, Educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, 19 _____

Katherine J. Griswold

[Signature]

Glen M. MacDorall

Susan J. Anstett

ARTICLE VI**A. Restrictions on Operations***INURE*

1. No parts of the assets or the net earnings of the corporation shall ~~inure~~ to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended.

B. Dissolution and Disposition of Corporate Assets

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized, and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section (501)(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Except as otherwise provided by law, a volunteer director of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty.

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director occurring on or after the date this article is approved by the board of directors.

ARTICLE VIII

The corporation assumes the liability for all acts or omissions of a non-director volunteer, provided that:

- 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 as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.