

ARTICLES OF INCORPORATION
OF
THE FOUNDATION AT
MONROE COUNTY COMMUNITY COLLEGE

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

ARTICLE I - NAME

The name of the corporation is The Foundation at Monroe County Community College (hereinafter referred to as "The Foundation").

ARTICLE II - PURPOSE AND POWERS

The purposes for which the corporation is organized are as follows:

A. The Foundation is organized as an instrumentality exclusively for the benefit of the educational, literary, and scientific activities of the Community College District of Monroe County (hereinafter referred to as "Monroe County Community College"), a public corporation chartered under the Community College Act of 1966, as amended.

B. The Foundation shall promote and support the educational, literary, and scientific activities of Monroe County Community College, either in the name of The Foundation or in conjunction with Monroe County Community College so as to provide broader opportunities than would be available solely from tax and other governmental sources.

C. The Foundation shall receive and administer funds for scientific, educational, cultural, and charitable purposes, and to that end The Foundation shall be empowered to exercise, among others, the following:

1. to solicit; accept; acquire; receive; take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects and purposes, any property, both real and personal, or whatever kind, nature, or description and wherever situated;

2. to sell, exchange, convey, mortgage, transfer, lease, or otherwise dispose of any such property, both real and personal;
3. to exercise such powers as may be permitted by law, including but not limited to, the Michigan Nonprofit Corporation Act (Act 162 of 1982).

D. The Foundation 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.

E. No substantial part of the activities of The Foundation shall be to carry on propaganda or otherwise attempt to influence legislation.

F. Notwithstanding any other provision of these Articles, The Foundation shall not carry on any activity not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 194, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III - NON-STOCK CORPORATION

A. The corporation is organized upon a non-stock basis and all of the rights, duties, and responsibilities of The Foundation shall be vested in its Board of Directors in accordance with Section 305 of Act 162, Public Acts of 1982.

B. The assets which The Foundation possesses are:

Real Property - None

Personal Property - None.

C. The Foundation may be financed by the solicitation and receipt of contributions, gifts, and devises of funds, real and personal property, absolutely or in trust, not prohibited by law, and acceptable to The Foundation, as well as by transfer and acceptance of contributions, gifts, funds, and real and personal property from the Community College District of Monroe County.

ARTICLE IV - ADDRESS / REGISTERED AGENT

The address and the mailing address of the initial registered office is:

The Foundation at Monroe County Community College
1555 South Raisinville Road
Monroe Michigan 48161

The name of the initial resident agent at the registered office is:

Gerald D. Welch
President, Monroe County Community College

ARTICLE V - TERM

The term of The Foundation's existence is perpetual.

ARTICLE VI - INCORPORATORS

The names and address of the incorporators are:

Gerald D. Welch
Thomas R. Waldecker
Michael R. Meyer
William J. Bacarella, Jr.
Raymond Bottom
Ursula Crenshaw
Mary Kay Thayer
William G. Huntley

1555 South Raisinville Road
Monroe, Michigan 48161

ARTICLE VII - NON-PROFIT CORPORATION / DISSOLUTION

A. No part of the net earnings of The Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that The Foundation 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.

B. In the event of the dissolution of The Foundation, all of The Foundation's assets, real and personal, shall be distributed to Monroe County Community College or its successor as is qualified as tax-exempt under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal income tax laws. Any assets of The Foundation not so disposed shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal income tax laws, as the Board of Trustees of Monroe County Community College shall determine. Any such assets not so disposed, for whatever reason, shall be disposed by order of the Circuit Court for the County of Monroe to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE VIII - AMENDMENTS TO ARTICLES

Except as otherwise required by law, these articles of incorporation may only be amended by the affirmative vote of two-thirds of the directors of The Foundation and by an affirmative vote of two-thirds of the Board of Trustees of Monroe County Community College.

ARTICLE IX - LIABILITY OF VOLUNTEER DIRECTORS

A. As used in this Article the term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the "Act").

B. To the fullest extent permitted under the Act, a volunteer director of The Foundation shall not be personally liable to The Foundation for monetary damages for a breach of the director's fiduciary duty. However, this provision does 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 Foundation;
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; or

5. an act or omission that is grossly negligent.

A volunteer director of The Foundation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to The Foundation to the extent set forth in this Section.

C. To the fullest extent permitted under the Act, The Foundation assumes all liability to any person other than The Foundation for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for such a breach of a volunteer director's duty to any person other than The Foundation shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against The Foundation, which shall be liable for the breach of the volunteer director's duty. Notwithstanding anything to the contrary immediately above, this Section - shall apply and have force only if, and as long as, The Foundation is exempt from federal income tax pursuant to Section 501(c)(3) of the Code or is eligible to be exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

D. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of The Foundation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

We, the incorporators, sign our names this _____ day of _____, 1998.

Signed this _____ day of _____, 1998.

THE FOUNDATION AT MONROE COUNTY COMMUNITY COLLEGE, by:

Gerald D. Welch

Raymond Bottom

Thomas R. Waldecker

Ursula Crenshaw

Michael R. Meyer

Mary Kay Thayer

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