

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

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FILED

FEB 01 2012

**Administrator
BUREAU OF COMMERCIAL SERVICES**

EFFECTIVE DATE:

Name

Dandridge Floyd

Address

24661 Lahser

City

Southfield

State

MI

ZIP Code

48033

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710-800

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:

Southfield Public Schools Foundation

ARTICLE II

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

Please see attached.

ARTICLE III

1. The corporation is organized upon a Nonstock 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:

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
None
- b. The description and value of its personal property assets are: (if none, insert "none")
None
- c. The corporation is to be financed under the following general plan:
Contributions, gifts, grants, revenue, income earned on investments
- d. The corporation is organized on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The name of the resident agent at the registered office is:
Dandridge Floyd
2. The address of its registered office in Michigan is:
24661 Lahser Southfield, Michigan 48033
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office in Michigan if different than above:
Same, Michigan _____
(Street Address or PO Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Darryle J. Buchanan	16445 New Jersey, Southfield, MI 48075
Fern Katz	27065 Fairfax, Southfield, MI 48076
Rance Williams	26723 Senator Boulevard, Southfield, MI 48034
Michael M. Poole	18830 Lincoln Drive, Lathrup Village, MI 48076
Nathaniel Lewis, Jr.	24665 Walden Road West, Apt. 2203
Betty C. Robinson	21889 Glenmorra Drive, Southfield, MI 48076
Yolanda Smith	17580 Westland, Southfield, MI 48075

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.

See Additional Articles Attached.

I, (We), the incorporator(s) sign my (our) name(s) this 6th day of January, 2012

Michael Poole

Yanick Poiras

Gene D. Witt

Michael Lewin

Helene R. Smith

Betty C. Robinson

Fern S. Katz

**ATTACHMENT TO ARTICLES OF INCORPORATION FOR
THE SOUTHFIELD PUBLIC SCHOOLS FOUNDATION**

ARTICLE II continued

The purpose for which the Corporation is organized is to receive and administer funds to carry on exclusively charitable activities for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The Corporation shall receive and disburse funds, property and gifts of any kind exclusively for the purpose of supporting and enriching learning opportunities for students and staff of the Southfield Public Schools District.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 450.2261 of the Michigan Compiled Laws as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation 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 these Articles.

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 distributing 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code, or the corresponding section of any future federal tax code or (b) a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Upon the termination, dissolution or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Southfield Public Schools, for public purpose a determined by the Board of Directors.

ARTICLE VIII

- A. A volunteer director or volunteer officer to the Corporation, as defined by the Michigan Nonprofit Corporation, as amended (the "Act"), shall not be liable for monetary damages for breach of the director's or officers fiduciary duty. This provision does not eliminate or limit the liability of a director or officer for any of the following:

1. Breach of the director's or officer's duty of loyalty to the corporation, its shareholders, 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)
 4. A transaction from which the director or officer derived an improper personal benefit.
 5. An act or omission occurring before the effective date of the provision granting limited liability.
 6. An act or omission that is grossly negligent.
- B. The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, incurred in good faith performance of the volunteer director's duties.
- C. The Corporation shall, upon approval of the Board, assume the liability for all acts or omission of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of the provision granting limited liability, if all of the following 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.

In the event that the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of volunteer officers and directors, then the liability of an officer or director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as amended. Any repeal, modification or adoption of any provision in these Articles inconsistent with this Article shall not adversely affect any right to protection of a volunteer officer or director of this Corporation existing at the time of such repeal, modification or adoption for or with respect to any act or omission occurring prior to the effective date of such repeal, modification or adoption.