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To: SAMUEL THEIS

From: csdirfax

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Date: April 24, 2012

Subject: Total fee collected: \$20.00

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Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

LIVINGSTON COUNTY CONSORTIUM ON AGING, INC.

ID NUMBER: 71187T

received by facsimile transmission on April 21, 2012 is hereby endorsed

Filed on April 24, 2012 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 24TH day of April, 2012.

A handwritten signature in black ink, appearing to read "A. Schepke".

Director

Bureau of Commercial Services

BCS/CD-502 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES																	
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.																
<table border="1"> <tr> <td>Name</td> <td colspan="3">Mark Swanson</td> </tr> <tr> <td>Address</td> <td colspan="3">10154 Meadow Lane</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> <td></td> </tr> <tr> <td>Pinckney</td> <td>MI</td> <td>48169</td> <td></td> </tr> </table>		Name	Mark Swanson			Address	10154 Meadow Lane			City	State	Zip Code		Pinckney	MI	48169	
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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:	Livingston County Consortium on Aging, Inc.
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ARTICLE II

<p>The purpose or purposes for which the corporation is organized are:</p> <p>The Livingston County Consortium on Aging is established for collaboration, advocacy and communication between agencies and persons concerned with the provision of services to all older adults.</p>

ARTICLE III

<p>1. The corporation is organized upon a <u>Non-Stock</u> basis. (Stock or Nonstock)</p> <p>2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is <u>N/A</u>. 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:</p> <p><u>N/A</u></p>
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ARTICLE III (cont.)

<p>3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none") None</p> <p>b. The description and value of its personal property assets are: (if none, insert "none") Cash, \$12,705, Certificate of Deposit, \$3,531</p> <p>c. The corporation is to be financed under the following general plan: See additional description on the following page</p> <p>d. The corporation is organized on a <u>Membership</u> basis. (Membership or Directorship)</p>

ARTICLE IV

<p>1. The address of the registered office is: 10154 Meadow Lane Pinckney, Michigan 48169 (StreetAddress) (City) (ZIP Code)</p> <p>2. The mailing address of the registered office, if different than above: 903 S. Latson Rd, Box 142 Howell, Michigan 48843 (Street Address or P.O. Box) (City) (ZIP Code)</p> <p>3. The name of the resident agent at the registered office is: <u>Mark Swanson</u></p>
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ARTICLE V

<p>The name(s) and address(es) of the incorporator(s) is (are) as follows:</p> <table><thead><tr><th>Name</th><th>Residence or Business Address</th></tr></thead><tbody><tr><td>Mark Swanson</td><td>10154 Meadow Lane, Pinckney, MI 48169</td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr><tr><td> </td><td> </td></tr></tbody></table>	Name	Residence or Business Address	Mark Swanson	10154 Meadow Lane, Pinckney, MI 48169																				
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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 III
Section 3(c)

The corporation is to be financed under the following general plan; (1) Initial startup costs will be provided by funds held in the organization's bank account; (2) Funds to carry out the purposes of the corporation will be raised on a continuing basis through volunteer activities carried out by the Corporation's Members on behalf of the Corporation; 3) Additional support for the purposes of the Corporation, in the form of gifts, grants and contributions, will be solicited from companies who provide services to and individuals who reside in Livingston County, Michigan.

For ARTICLE VI through ARTICLE XIV, see Attachment.

I, (We), the incorporator(s) sign my (our) name(s) this 21st day of April, 2012.

Mark Swanson

MARK SWANSON

**Livingston County Consortium On Aging, Inc.
Attachment to Articles of Incorporation**

ARTICLE VI

Prohibitions: 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 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 Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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. 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, or the corresponding section of any future federal tax code, or (b) by 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

Powers of the Corporation: the Corporation, subject to any limitation provided in the Michigan Nonprofit Corporation Act of 1982 (Act 162), in any other statute of the State of Michigan, in its articles of incorporation or bylaws, shall have power in furtherance of its corporate purposes to:

- 1) Have perpetual duration;
- 2) Sue and be sued in all courts and participate in actions and proceedings judicial, administrative, arbitative or otherwise, in like cases as natural persons;
- 3) Have a corporate seal, and alter the seal, and use it by causing it or a facsimile to be affixed, impressed, or reproduced in any other manner;
- 4) Adopt, amend or repeal bylaws, including emergency bylaws relating to the purposes of the Corporation, the conduct of its affairs, its rights and powers and the rights and powers of its shareholders, Members, Directors or Officers;
- 5) Elect or appoint Officers, employees and other agents of the Corporation, prescribe their duties, fix their compensation and the compensation of Directors and indemnify corporate Directors, Officers, employees and agents;
- 6) Purchase, receive, take by grant, gift, devise, bequest, or otherwise lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or an interest therein, wherever situated, either absolutely or in trust and without limitation as to amount or value;
- 7) Sell, convey, lease, exchange, transfer, or otherwise dispose of or mortgage, or pledge, or create a security interest in any of its property or an interest therein, wherever situated;
- 8) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, and otherwise deal in and with bonds and other obligations, shares, or other securities, or interests or memberships issued by others, whether engaged in similar or different business, governmental, or other activities, including banking corporations or trust companies. A corporation organized or conducting affairs in this state under this act may

Livingston County Consortium On Aging, Inc.
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- not guarantee or become surety upon a bond or other undertaking securing the deposit of public money;
- 9) Make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any of its property or an interest therein, wherever situated;
 - 10) Lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or invested;
 - 11) Make donations for public welfare or for community fund, hospital, charitable, educational, scientific, civic or similar purposes and in time of war or other national emergency in aid thereof;
 - 12) Pay pensions, establish and carry out pensions, savings, thrift and other retirement incentive and benefit plans, trusts and provisions for any of its Directors, Officers and employees;
 - 13) Purchase, receive, take, otherwise acquire, own, hold, sell, lend, exchange, transfer, otherwise dispose of, pledge, use and otherwise deal in and with its own shares, bonds, and other securities;
 - 14) Participate with others in any corporation, business corporation, partnership, limited partnership, joint venture, or other association of any kind, or participate with others in any transaction, undertaking or agreement which the participating corporation would have power to conduct itself, whether or not the participation involves sharing or delegation of control with others;
 - 15) Cease its corporate activities and dissolve;
 - 16) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by this act in any jurisdiction within or without the United States, and in the case of a corporation the purpose or purposes of which require the transaction of business, the receipt and payment of money, the care and custody of property and other incidental business matters, transact such business, receive, collect and disburse such money and engage in such other incidental business matters as are naturally or properly within the scope of its articles; or
 - 17) Have and exercise all powers necessary or convenient to effect any purpose for which the Corporation is formed.

ARTICLE VIII

Members of the Corporation: The Corporation shall have as Members only those persons who are Members in good standing of the Livingston County Consortium On Aging. The Members of the Corporation shall elect the Directors of the Corporation by a majority vote, in accordance with these articles of Incorporation and the Corporation's bylaws.

Management of the affairs of the Corporations will be exercised solely by the Members in accordance with this Agreement. Members of the Corporation shall manage the activities or affairs of the Corporation through a majority vote of the Members at the regular meetings of the Members. However, no Member, in his capacity as a Member, shall have the right to act for the Corporation.

**Livingston County Consortium On Aging, Inc.
Attachment to Articles of Incorporation**

ARTICLE IX

Board of Directors:

- 1) All authority and responsibility related to exercising the powers of the Corporation shall be vested solely in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by the Articles of Incorporation and Bylaws of the Corporation, the Board of Directors may exercise all such powers of the Corporation and perform all such lawful acts and duties as are authorized by a majority vote of the members, and which are not prohibited by statute or otherwise prohibited by the Articles of Incorporation or by the Corporation's Bylaws.
- 2) The number of Directors on the Corporation's Board of Directors shall be defined in the Corporation's Bylaws, but shall not be less than three (3). The Incorporators of the Corporation shall serve as the interim Board of Directors of the Corporation until the date of the Corporation's annual meeting, at which time the first election of the permanent Board members shall take place.
- 3) At each annual meeting after the initial annual meeting, Directors shall be elected for a term of three years. Vacancies on the Board of Directors shall be filled from among the Members of the Corporation by vote of the Directors then in office.

ARTICLE X

Regular meetings of the Members and the Board of Directors shall be held on the third Thursday of each month, or per a schedule established by the Board of Directors. Any Member may make a request of the Board of Directors to hold a special meeting of the Members. If notice is not given to all Members at least 48 hours prior to any special meeting, any vote taken at such a meeting shall not be valid, unless all current Members are present at such a meeting.

If a quorum of the Members is present at a meeting, the affirmative vote of the majority Members shall be the act of the Members.

A majority of the Members, in person or by proxy, shall constitute a quorum for the transaction of business.

ARTICLE XI

Limits on Personal Liability of volunteer Directors and volunteer Officers: To the fullest extent permitted by law, as the same exists now or may hereafter be amended, no volunteer Director or volunteer Officer of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action or for a breach of the Director's or Officer's fiduciary duty. The provisions of this Article do not eliminate or limit the liability of a Director or Officer for any of the following:

- (i) A breach of the Director's or Officer's or Member's duty of loyalty to the Corporation, its shareholders or its Members;

**Livingston County Consortium On Aging, Inc.
Attachment to Articles of Incorporation**

- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (iii) Violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (iv) A transaction from which the Director or Officer or Member derived an improper personal benefit;
- (v) An act or omission occurring before the effective date of the provision granting limited liability;
- (vi) An act or omission that is grossly negligent.

However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue code.

If the Michigan Nonprofit Corporation Act is amended after the filing of these Articles of Incorporation to authorize the further elimination of limitation of the liability of the directors of nonprofit corporations, then the liability of members of the Corporation's Board of Directors, in addition to that described in this Article XI shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act, as so amended. Such an elimination, limitation or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. No amendment or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors of this Corporation for or with respect to any acts of omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XII

Limits on Personal Liability for Acts of Omission:

The Corporation shall assume all liability to any person, other than the Corporation, for any acts or omissions of a volunteer Director, volunteer Officer, or other volunteer Member incurred in the good faith performance of that individual's duties, provided that all of the following conditions shall be 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 the 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.

Livingston County Consortium On Aging, Inc.
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ARTICLE XIII

Application and Distribution of Assets Upon Dissolution:

- 1) Upon dissolution, the assets of the Corporation shall be applied and distributed as follows:
 - i) All liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore;
 - ii) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
 - iii) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed in accordance with any pertinent provisions in the Articles of Incorporation or Bylaws of the Corporation to a Consortium on Aging organization organized as a nonprofit corporation having a 501(c)(3) designation from the Internal Revenue Service, or to a community service organization in the Livingston County, Michigan area which engages in activities substantially similar to or consistent with those of the dissolving Corporation, and which is organized as a nonprofit organization with a 501(c)(3) designation from the Internal Revenue Service.
- 2) Advance Notice. Notwithstanding any provision in these Articles of Incorporation or the Bylaws of the Corporation, all Members of the Corporation must be provided with at least sixty (60) days advance notice of any resolution adopted by the Board of Directors calling for dissolution or liquidation of the Corporation.
- 3) Reconsideration. Any Member of the Corporation may seek reconsideration by the Board of the dissolution by filing a written objection not less than fifteen days prior to the date set for the dissolution. The Board shall meet to consider all timely objections.

ARTICLE XIV

Amendments: The Corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute, provided that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. An amendment to this Article XIV or any amendment to it shall be valid only if and to the extent that such amendment further restricts the amending power of the Board of Directors.