



GENERATION E INSTITUTE

15 Capital Ave. NE, Suite 207 Battle Creek, MI 49017

Phone: 269-441-1238 Fax: 269-441-1239

www.genei.org

January 27, 2015

City of Battle Creek
10 N. Division Street
Battle Creek, MI 49014

Dear City Commission:

The Generation E Institute was established in 2005 as a program to develop and deliver entrepreneurship education in our community. In 2007, the Generation E Institute received its nonprofit status, 501 (c) (3). Housed in Battle Creek, youth and young adults receive youth entrepreneurship education and start their own businesses. We certify educators and community facilitators to deliver the curricula.

We are requesting that you recognize the Generation E Institute as a non-profit local civic organization. Each year the Generation E Institute hosts a Showcase to celebrate the successes of young people as they operate their business ventures. This year we would like to host a Wine and Canvas event to raise money to offer a new prize at the Showcase, to be awarded to a young entrepreneur who begins their business venture in the field of the arts. For this we are required to have a "Local Governing Body Resolution for Charitable Gaming Licenses" permit.

Thank you for considering recognizing the Generation E Institute as a non-profit local civic organization.

Sincerely,

Cheryl Peters
Generation E Institute
15 Capital Ave. NE, Suite 207
Battle Creek, MI 49017
269.441.1238
cheryl@genei.org
www.genei.org
www.cfescm.org



Charitable Gaming Division
Box 30023, Lansing, MI 48909
OVERNIGHT DELIVERY:
101 E. Hillsdale, Lansing MI 48933
(517) 335-5780
www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES

(Required by MCL 432.103(K)(ii))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____
APPROVAL/DISAPPROVAL

APPROVAL

Yeas: _____

Nays: _____

Absent: _____

DISAPPROVAL

Yeas: _____

Nays: _____

Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on _____
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
PENALTY: Possible denial of application.

BSL-CG-1153(R6/09)



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c/o Accounting
Box 30023, Lansing, MI 48909
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RAFFLE LICENSE APPLICATION

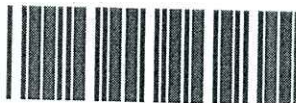
For Bureau Use Only

ALLOW 6 WEEKS FOR PROCESSING.
PLEASE PRINT OR TYPE IN BLUE OR BLACK INK.

QUALIFICATION INFORMATION	1. Organization Name Generation E Institute				2. Organization ID Number or Last License Number Issued 40426	
	3. Organization Street Address 15 Capital Ave. NE, Ste207		City Battle Creek	State MI	Zip Code 49017	
	Organization Mailing Address 15 Capital Ave. NE, Ste 207		City Battle Creek	State MI	Zip Code 49017	
			County 13 Calhoun			
4. Has your organization ever received a license such as bingo, millionaire party, raffle, charity game ticket, or numeral game? <input type="checkbox"/> Yes - Complete application and submit with the appropriate fee. <input checked="" type="checkbox"/> No - Please follow the instructions on the qualification guideline. If a guideline was not included or you do not understand it, contact our office at (517) 335-5780 to inquire as to what documentation must be submitted to qualify for licensing.						
5. Is your organization a candidate committee, political committee, political party committee, ballot question committee, independent committee or any other committee as defined by, and organized pursuant to, the Michigan Campaign Finance Act 388 of the Public Acts of 1976, as amended, being sections 169.201 to 169.282 of the Michigan Compiled Laws? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6. Has your organization received contributions or made expenditures of \$500 or more in the last calendar year for the purpose of influencing or attempting to influence the action of voters for or against the nomination or election of a candidate, or the qualification, passage, or defeat of a ballot question? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

SIGNATURE(S)	7. Provide name, title, home address, and telephone numbers for the PRINCIPAL OFFICER, e.g., president, grand knight, worthy matron, etc., and the vice president or equivalent and one other officer of the organization. SIGNATURE OF PRINCIPAL OFFICER REQUIRED - OR - signatures of the vice president or equivalent and one other officer. NOTE: Executive director signature not acceptable.				
	Name and Title		Street, City, State, ZIP Code	Telephone Numbers	
	Principal Officer Steven Pignataro		20185 North Ave.	Day (269) 967-3367	
	Title Board President		Battle Creek, MI 49017	Evening (269) 967-3367	
	Signature of Principal Officer 			Date 01/07/15	
	- OR -				
	Name and Title		Street, City, State, ZIP Code	Telephone Numbers	
	Vice President or Equivalent			Day	
	Title			Evening	
	Signature of Vice President or Equivalent			Date	
	Name and Title		Street, City, State, ZIP Code	Telephone Numbers	
	Other Officer			Day	
Title			Evening		
Signature of Other Officer			Date		
By signing above, I CERTIFY that I am at least 18 years of age, the organization applying is a NONPROFIT organization, I have examined this application and there is no misrepresentation or falsification in the information stated or attached, and the facts underlying our original qualification status remain unchanged. I FURTHER CERTIFY that I am aware that false or misleading statements will be cause for rejection of this application or revocation of the right to obtain any future licenses and I AM AWARE OF AND AGREE TO the conditions of Act 382 of the Public Acts of 1972, as amended, and the rules and directives of the Michigan Bureau of State Lottery.					

PLEASE COMPLETE THE BACK PAGE OF THIS APPLICATION
PLEASE MAKE A COPY OF THE COMPLETED APPLICATION FOR YOUR RECORDS





QUALIFICATION INFORMATION

The organization must complete this form and submit with the qualification documents. **If this form does not accompany the qualification documents, documents will be returned to contact person.** This will delay processing. Any misrepresentation is grounds for denial.

Please check the appropriate box(es) for the license you wish to obtain. <input type="checkbox"/> Millionaire Party <input type="checkbox"/> Bingo <input checked="" type="checkbox"/> Raffle <input type="checkbox"/> Charity Game Ticket				Application(s) and fee(s) enclosed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
1. Name of Organization <i>Generation 2 Institute</i>					
2. Doing Business As (DBA) (if applicable)				3. US Federal Employer Identification Number <i>20-493586</i>	
4. Organization Physical Address <i>15 Capital Ave. NE Suite 207</i>					
City <i>Battle Creek</i>		State <i>MI</i>	Zip <i>49017</i>	County <i>Calhoun</i>	
5. Organization Mailing Address <input checked="" type="checkbox"/> Same as Physical Address					
City		State	Zip	County	
6. Telephone Number <i>269-441-1238</i>		7. Fax Number <i>269-441-1239</i>		8. Date Organization Established <i>Oct. 2004</i>	
9. Briefly describe the purpose of the organization <i>Mission: Through the development of innovative curricula and training programs, Gen2 creates the entrepreneurial mindset in individuals so they may compete in an ever changing economy.</i>					
10. Name of Authorized Contact Person <i>Cheryl Peters</i>			11. Authorized contact person's position or role with organization <i>Executive Director</i>		
12. Mailing Address <i>15 Capital Ave NE, Suite 207</i>					
City <i>Battle Creek</i>		State <i>MI</i>	Zip <i>49017</i>	County <i>Calhoun</i>	
13. Email Address <i>cheryl@gen2.org</i>		14. Telephone Number <i>269-441-1238</i>		15. Fax Number <i>269-441-1239</i>	
The undersigned hereby certifies that the representations, information and data, presented are true, accurate and complete to the best of the undersigned's knowledge. The undersigned understands that failure to answer truthfully, completely and accurately could preclude the organization from receiving an approval to obtain a gaming license.					
Authorized Contact Signature <i>Cheryl Peters</i>				Date <i>1-7-15</i>	
Print Name and Title <i>Cheryl Peters, Executive Director</i>					

PLEASE READ CAREFULLY

If you are qualifying for a millionaire party license, mail this completed form and the required qualification documentation to Michigan Gaming Control Board, PO Box 30786, Lansing, MI 48909.

If you are qualifying for a raffle, bingo, or charity game ticket license, mail this completed form and the required qualification documentation to Charitable Gaming Division, PO Box 30023, Lansing, MI 48909.

If you are qualifying for a millionaire party **AND** raffle, bingo, or charity game license, you must submit copies of this form and all qualification documents to **BOTH** agencies.



RAFFLE INFORMATION	8. Contact Person Cheryl Peters			9. Raffle Location (building name, if any) 15 Capital Ave. NE, Suite 207		
	Mailing Address Where License Should Be Sent Generation E Institute			Street Address 15 Capital Ave. NE, Suite 207		
	City Battle Creek	State MI	ZIP Code 49017	City Battle Creek, MI		
	Telephone Number (Day) (269) 441-1238	Telephone Number (Evening) (269) 441-1238		ZIP Code 49017	County 13 Calhoun	
	10. List name, home address, and telephone numbers of the person(s) in charge of raffle. Must be member for 6 months. If more than one chairperson, attach additional list.					
	Raffle Chairperson Cheryl Peters		Street, City, State, ZIP Code 26 Bayshore Dr. Battle Creek, MI 49017		Telephone Numbers Day (269) 274-2668 Evening (269) 274-2668	
11. If the total value of all prizes awarded in one day is \$500 or LESS, complete this section.						
Drawing Date(s) and Time(s) (Must be between the hours of 8 a.m.-2 a.m.): S Date _____ Time a.m. _____ to _____ p.m. M Date _____ Time a.m. _____ to _____ a.m. A Date _____ Time a.m. _____ to _____ a.m. L <input type="checkbox"/> Check here if there are additional drawing dates and attach list.			License Fee: All drawing dates included on this application must be at the same location. \$15 for 1, 2, or 3 drawing dates plus \$5 for each additional drawing date. (Example: 1 drawing date = \$15 fee, 6 drawing dates = \$30 fee.) Enter the total number of small drawing dates. _____ <div style="border: 1px solid black; padding: 2px; display: inline-block;">\$15</div>			
-OR- If the total value of all prizes awarded in one day is MORE than \$500, complete this section.						
Drawing Date(s) and Time(s) (Must be between the hours of 8 a.m.-2 a.m.): L Date <u>02/24/15</u> Time p.m. <u>6:00</u> to <u>9:00</u> p.m. A Date _____ Time a.m. _____ to _____ a.m. R <input type="checkbox"/> Check here if there are additional drawing dates and attach list.			License Fee: All drawing dates included on this application must be at the same location. <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">\$50 x</div> <div style="margin-right: 10px;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div> </div> <div style="margin-right: 10px;">=</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">\$50</div> </div> <div style="margin-top: 5px; font-size: small;">Number of Dates</div>			

TICKET INFORMATION	12. Will you be conducting an in-house raffle ONLY where there is no presale of the raffle tickets before the occasion? If yes, there is no need to complete the raffle ticket below.		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	13. Complete the boxes below in ink; ensure the ticket is printed with all of the required items. See Raffle Rule 506.			
	Indicate any additional information that will appear on the actual tickets.			
	RAFFLE <div style="border: 1px solid black; height: 30px; margin: 5px auto; width: 80%;"></div> Name of Licensee		<div style="border: 1px solid black; padding: 2px; display: inline-block;">001</div> Ticket #	
	Drawing Date(s) <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	Prizes <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> First Prize * Second Prize (if applicable) Third Prize (if applicable) Minimum 50/50 Prize (if applicable) </div>	Drawing Time(s) <div style="border: 1px solid black; padding: 2px; display: inline-block;">p.m.</div>	Purchaser's Name <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>
	Raffle Location <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>	Ticket Price <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		Purchaser's Address <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>
		Purchaser's Phone # <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 5px;"></div>		
(to be added when issued) License Number				

* For large prizes, you may want to include a disclaimer that states "If xxx (indicate number) tickets are not sold, the drawing will revert to a 50/50 raffle with the minimum prize of \$xxx (indicate dollar amount) awarded."

Make checks payable to: STATE OF MICHIGAN

Submit completed application, supporting documents, and license fee to:
 Charitable Gaming Division, c/o Accounting, Box 30023, Lansing, MI 48909
OVERNIGHT DELIVERY: 101 E. Hillsdale, Lansing, MI 48933

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

MAR 12 2007

GENERATION E INSTITUTE
C/O DON MERCER
10876 CHRISTOPHER LN
DELTON, MI 49046

Employer Identification Number:
20-4693586
DLN:
17053166016006
Contact Person:
DONNA ELLIOT-MOORE ID# 50304
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
YES
Effective Date of Exemption:
APRIL 13, 2006
Contribution Deductibility:
YES
Advance Ruling Ending Date:
DECEMBER 31, 2010

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule For Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

If you distribute funds to individuals, you should keep case histories showing the recipient's name and address; the purpose of the award; the manner of selection; and the relationship of the recipient to any of your officers, directors, trustees, members, or major contributors.

Letter 1045 (DO/CG)

Sincerely,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Statute Extension

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

GENERATION E INSTITUTE

ID NUMBER: 798591

received by facsimile transmission on April 12, 2006 is hereby endorsed

Filed on April 13, 2006 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 13TH day of April, 2006.



, Director

Bureau of Commercial Services

Michigan Department of Labor & Economic Growth

Filing Endorsement

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hand and affixed the Seal of the Department,
in the City of Lansing, this 13TH day
of April, 2006.*



, Director

Bureau of Commercial Services

BCSICD-703 (Rev. 12/05)

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 colspan="4">Name Robert L. Humbarger</td> </tr> <tr> <td colspan="4">Address 2845 Capital Avenue SW, Suite 115</td> </tr> <tr> <td>City Battle Creek</td> <td>State MI</td> <td>Zip Code 49015</td> <td>EFFECTIVE DATE</td> </tr> </table>		Name Robert L. Humbarger				Address 2845 Capital Avenue SW, Suite 115				City Battle Creek	State MI	Zip Code 49015	EFFECTIVE DATE
Name Robert L. Humbarger													
Address 2845 Capital Avenue SW, Suite 115													
City Battle Creek	State MI	Zip Code 49015	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:

Generation E Institute**ARTICLE II**

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

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:

Foundation and government grants, fund raising by various types of solicitation, sale of curriculums, and fees for training and other services provided.

- d. The corporation is organized on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:

10876 Christopher Lane,

Delton

Michigan

49046

(Street Address)

(City)

(ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box)

(City)

Michigan

(ZIP Code)

3. The name of the resident agent at the registered office is:

Donald L. Mercer

ARTICLE V

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

Name

Residence or Business Address

Donald L. Mercer, 10876 Christopher Lane, Delton, MI 49046

Cheryl L. Peters, 26 Bayshore Drive, Battle Creek, MI 49015

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 attached sheet

I, (we), the incorporator(s) sign my (our) name(s) this 7 day of April 2006

Donald L. Meyer

Cheryl L. Peters

SUPPLEMENT TO ARTICLES OF INCORPORATIONGENERATION E INSTITUTEARTICLE II

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

(a). To operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), including for purposes such as the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

(b). To receive and administer funds, to acquire, to own, to invest, to dispose of, and to deal with real and personal property and interests, and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds, in furtherance of the purposes of the Corporation, with all the powers conferred on it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the bylaws of the Corporation.

(c). To develop and market curriculums concerning entrepreneurship, to provide entrepreneurship education to students, teachers, and other persons, and to represent, assist, and educate students, teachers, and other persons in marketing and promoting products and services created while involved in programs sponsored by Generation E Institute.

ARTICLE VI

(a). Notwithstanding any other provisions of these Articles, the Corporation may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).

(b). No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II.

(c). No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided in Code Section 501(h)) and the Corporation may 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.

ARTICLE VII

In the event of dissolution of the Corporation, the Board of Directors may distribute the assets of the Corporation as follows:

(a) All liabilities of the Corporation must be paid or adequate provisions be made for payment;

(b). All of the Corporation's remaining assets, real and personal, must be distributed to charitable organizations qualified as tax-exempt under Code Section 501(c)(3) as the Board of Directors may determine. Any assets not so disposed of, for whatever reason, must be disposed of by order of the Circuit Court for the County of Calhoun, Michigan, to organization or organizations as the court may determine, which are organized and operated exclusively for charitable purposes.

ARTICLE VIII

To the full extent permitted by law, no volunteer director or volunteer officer of the Corporation will be personally liable to the Corporation or its members for damages for breach of the director's or officer's fiduciary duty.

To the full extent permitted by law, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director or volunteer officer.

GENERATION E INSTITUTE

BY-LAWS

ARTICLE 1

Offices

1.1. **Registered Office.** The registered office of the Corporation will be 10876 Christopher Lane, Delton, Michigan 49046 or at such other location as the Board of Directors may determine from time to time.

1.2. **Other Offices.** The Corporation may have other offices as the Board of Directors may determine from time to time.

ARTICLE 2

Board of Directors

2.1. **Functions.** The Corporation is a nonprofit directorship corporation, as defined in the Act. Except as specifically provided in the Corporation's Articles of Incorporation or these bylaws, all rights, powers, duties and responsibilities related to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred on it by these bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these bylaws required to be taken by some other party.

2.2. **Number and Term.** The Board of Directors will consist of not less than five (5) and not more than fifteen (15) directors who will be elected or appointed at each annual meeting. In addition, honorary directors may be appointed in accordance with Section 2.3.

2.3. **Honorary Directors.** The Board of Directors may select honorary directors as appropriate in recognition of outstanding contribution to the community and commitment to the purposes of the Corporation, or in recognition of an individual's special talents which could be drawn on from time to time by the Corporation. Honorary directors will not have voting privileges.

2.4. **Removal.** The Board of Directors may remove any director, with or without cause, whenever believed to be in the best interest of the Corporation.

2.5. **Vacancies.** Any vacancies occurring in the Board of Directors for any reason may, but need not, be filled by the Board of Directors. Any person appointed to fill a vacancy will serve for the unexpired portion of the term.

2.6. Meetings.

2.6.1. Annual meetings of the Board of Directors will be held within three months of the

close of the fiscal year of the Corporation, on a date and at a place and time as the Board of Directors determine for the election of officers and for the transaction of any other business which may come before such meeting.

2.6.2. In addition to the annual meeting, regular meetings will be held in accordance with a schedule at such times and places as the Board of Directors determines.

2.6.3. Special meetings of the Board of Directors may be called by the Secretary of the Corporation on the request of the President or not less than one-third of the directors.

2.6.4. Meetings of the Board of Directors may be held at any place within or without the State of Michigan.

2.6.5. A majority of the directors constitutes a quorum for the purposes of conducting business at any meeting of the Board of Directors.

2.6.6. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjourned meeting must be given even though the time and place are announced at the meeting at which the adjournment is taken.

2.6.7. Any action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee of the Board of Directors, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee consent to the action in writing. Written consent must be filed with the minutes of the proceeds of the Board of Directors or committee. Such consent will have the same effect as the vote of the Board of Directors or committee for all purposes.

2.6.8. A member of the Board of Directors or of a committee may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

2.7. Notice of Meetings.

2.7.1. Written notice must be given by mail or email to the directors at least seven (7) but not more than sixty (60) days prior to all regular meetings of the Board of Directors. Special meetings of the Board of Directors will be held pursuant to notice of the time, place and purpose of the meeting either delivered personally or communicated by telephone, mail or email to each director not less than three (3) days prior to the meeting, and if by telephone, confirmed in writing.

2.7.2. Notwithstanding the foregoing, no notice need be given to any director who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

2.8. **Resignation.** A director may resign by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation will take effect on receipt,

and the acceptance of the resignation will not be necessary to make it effective.

2.9. Voting. The vote of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these bylaws. Except for honorary directors (who have no vote) each director present will have one vote. No director will be entitled to vote by proxy.

2.10. Compensation of Directors. The directors, as such, will not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE 3

Officers

3.1. Officers. The officers of the Corporation are a President, Secretary, and Treasurer, each of whom will be chosen from among the Directors, and who will be elected by the Board of Directors at each annual meeting. The Board of Directors may appoint other officers as it deems advisable, who need not be directors and who will have authority and will perform duties as may be prescribed by the Board. Any two or more offices may be held by the same person, but an officer may not execute, acknowledge or verify an instrument in more than one capacity. In addition to the powers set forth in these bylaws, the officers will have such authority and will perform such duties as may be determined by the Board of Directors.

3.2. Term of Office and Vacancy. Each officer will serve for a term of one year or until the officer's successor is elected. Any officer may serve consecutive terms. A vacancy in any office will be filled by vote of the Board of Directors. A person elected to fill a vacancy will serve for the balance of the unexpired term.

3.3. Removal. Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors.

3.4. Duties of Officers. The duties of all officers will be as set forth in these bylaws and as specifically established by the Board of Directors from time to time.

3.4.1. President. The President presides at all meetings of the Board of Directors, acts as the chief executive officer of the Corporation, and, subject to the direction of the Board of Directors, has general powers of supervision and management of the affairs of the Corporation. The President will appoint, with the approval of the Board of Directors, the chairperson and members of all committees, and will be an ex-officio member of all committees.

3.4.2. Secretary. The Secretary will cause a record to be kept in permanent form of all meetings of the Board of Directors and will send out notices of all membership and Board of Director meetings.

3.4.3. Treasurer. The Treasurer will have general charge of the finances of the Corporation.

When necessary and proper, he or she will endorse, on behalf of the Corporation, all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession; will deposit the same, together with all other funds of the Corporation coming into his or her possession, in such bank(s) as may be selected by the Board of Directors. He or she will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its annual meeting a report as Treasurer and will, from time to time, make such other reports to the Board of Directors as it may require.

3.5. Compensation. The compensation of all agents, employees, officers, and representatives of the Corporation will be fixed by the Board of Directors or in accordance with the method of determination which is established by it.

ARTICLE 4

Committees

4.1. Appointment of Committees. The Board of Directors may designate one or more committees, each of which will consist of at least one committee chairperson and one or more committee members. The chairperson and members of the committee will be appointed by the Board of Directors. Each committee may exercise all powers and authority delegated to it in the Board resolution establishing the committee, except as restricted by applicable law.

4.2. Reports of Committees. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the Articles of Incorporation, or state law.

ARTICLE 5

Indemnification of Directors, Officers and Employees

5.1. Actions in the Best Interest of the Corporation. The Corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on

a plea of nolo contendere or its equivalent, will not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

5.2. Actions by or in Right of the Corporation. The Corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which the person is adjudged to be liable to the Corporation except to the extent that the Court in which the action or suit was brought, or another court of competent jurisdiction, determines on application that indemnification is consistent with applicable law and any restrictions which may be contained in the Corporation's Articles of Incorporation or these Bylaws and that, despite the adjudication of liability and in view of all relevant circumstances, he or she is fairly and reasonably entitled to indemnification for reasonable expenses incurred which the Court deems proper, whether or not he or she has met the applicable standard of conduct set forth in this Section 5.2.

5.3. Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 5.1 and 5.2 or in defense of any claim, issue or matter, he or she will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her.

5.4. Determination of Indemnification. Any indemnification under Sections 5.1 and 5.2 (unless ordered by a court) will be made by the Corporation only as authorized in the specific case on a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.1 or 5.2 and on an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination will be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 2.5.5 of these Bylaws) consisting of directors who are not parties to such action, suit or proceeding; (ii) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which designation all Board members may participate) and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action; or (iii) by independent legal counsel, in a written opinion, selected by the Board or its committee in the manner described in the foregoing clauses (i) or (ii) or, if a quorum under clause (i) cannot be obtained and a committee under clause (ii) cannot be designated, by the Board (in which action all Board members may participate). Notwithstanding the failure or refusal of the directors or counsel to make provision for indemnification, the indemnification will be made if a court of competent jurisdiction has made a determination that the director, officer, employee or agent has a right to indemnification under this agreement in any specific case on the application of the director, officer, employer or

agent.

5.5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 5.1 or 5.2 may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case on: (i) receipt of a written affirmation from the person seeking advancement of expenses of his or her good-faith belief that he or she has met the standard of conduct set forth in Section 5.1 or 5.2; (ii) receipt of an undertaking by or on behalf of the person to repay amounts advanced if it is ultimately determined that he or she did not meet such standard of conduct; and (iii) a determination that the facts then known to those making the determination would not preclude indemnification. This determination will be made in the manner specified in Section 5.4.

5.6. Insurance. The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foundation, corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to implement the provisions of this Article.

ARTICLE 6

Conflict of Interest

6.1. Statement of Policy. It is the policy of the Corporation that all officers, directors, committee members and employees of the Corporation must avoid any conflict between their own respective individual interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

6.2. Dealing with the Corporation. A contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and a domestic or foreign corporation, firm or association of any type or kind in which one or more of the Corporation's directors or officers are directors or officers, or are otherwise interested, will not, because of the interest, or because such directors are present at the meeting of the Board of Directors or committee of the Board of Directors at which the contract or transaction is acted on or because their votes are counted for such purpose, be enjoined, set aside or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, if any of the following conditions is satisfied:

6.2.1. The contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved or ratified; or

6.2.2. The material facts of the contract or transaction and the director's or officer's interest are disclosed or known to the Board of Directors or committee and the Board of Directors or committee authorizes, approves or ratifies the contract or transaction by a vote of a majority of the directors or the committee members who had no interest in the contract or transaction, even though less than a

quorum.

6.3. Procedure in Event of Potential Conflict of Interest. In the event that any officer, director, committee member or employee of the Corporation has any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Corporation, such officer, director, committee member or employee must give the Board of Directors notice of such interest or relationship and must refrain from voting or otherwise attempting to exert any influence on the Corporation, its Board of Directors, or its committees, to affect its decision to participate or not to participate in the transaction.

ARTICLE 7

Fiscal Year

7.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.