

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received

APR 05 1993

(FOR BUREAU USE ONLY)

FILED

APR 09 1993

Name

The United Way

Address

ATTN: Lois M. Lehman
500 Commerce Building

City

State

ZIP Code

Grand Rapids, MI

49503-3165

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: The United Way
2. The corporation identification number (CID) assigned by the Bureau is:
3. The location of its registered office is:

7	8	8	—	1	5	8
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500 Commerce Building

(Street Address)

Grand Rapids

(City)

, Michigan 49503-3165

(ZIP Code)

4. Article 1 of the Articles of Incorporation is hereby amended to read as follows:
The name of the corporation is Heart of West Michigan United Way.

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received
SEP 27 1989

FILED

OCT 10 1989

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: United Way of Kent County

2. The corporation identification number (CID) assigned by the Bureau is:

7	8	8	-	1	5	8
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3. The location of its registered office is:

500 Commerce Building
(Street Address)

Grand Rapids
(City)

, Michigan 49503
(ZIP Code)

4. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is The United Way.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 26th day of September, 1989. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 26th day of September, 1989

By Richard E. Tierney
(Signature)

Richard E. Tierney Chair of the Board
(Type or Print Name) (Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

The United Way

Preparer's name and business telephone number:

Lois M. Lehman

(616) 459-6281

The United Way
500 Commerce Building
Grand Rapids, MI 49503-3165

INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation organized on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators listed in Article V of the Articles of Incorporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — ½ mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

OCT 06 1988

Administrator
MICHIGAN DEPT. OF COMMERC.
Corporation & Securities Bureau

Date Received

SEP 29 1988

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: United Way of Kent County
2. The corporation identification number (CID) assigned by the Bureau is:

7	8	8	-	1	5	8
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3. All former names of the corporation are: United Fund and Community Services, Inc.
4. The date of filing the original Articles of Incorporation was: August 5, 1959

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: United Way of Kent County

ARTICLE II

The purpose or purposes for which the corporation is organized are: United Way of Kent County is a voluntary organization of public and private health, social welfare, character-building, recreational and related agencies, community organizations and representatives of the general public, providing administrative and other control services for carrying out the following purposes:

- (1) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes.
- (2) To study the health, social welfare, character-building, recreational and related needs of the Kent County and Western Michigan community, and by cooperative effort, meet these needs through the development of a constructive program which will promote efficiency, economy and freedom from duplication.

(Continued.....)

ARTICLE III

The corporation is organized on a nonstock basis.
(stock or nonstock)

1. If organized on a stock basis, the aggregate 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:

2. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none") None

and the description and value of its personal property assets are: (if none, insert "none")

Personal Property \$352,246

(The valuation of the above assets was as of June 30, 19 88)

The corporation is to be financed under the following general plan: By contribution to it of funds and other properties for its purposes as herein stated and for no other purpose.

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The address of the current registered office is:

500 Commerce Building Grand Rapids, Michigan 49503
(Street Address) (City) (ZIP Code)

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

_____, Michigan _____
(P.O. Box) (City) (ZIP Code)

3. The name of the current resident agent is: Donald D. Custis

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

The term of the corporate existence is perpetual.

(Additional Pages Attached)

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

- a. These Restated Articles of Incorporation were duly adopted on the ____ day of _____ 19 ____, in accordance with the provisions of Section 642 of the Act, by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.
- b. These Restated Articles of Incorporation were duly adopted on the 27th day of September 19 88, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and: (check one of the following)
- were duly adopted by the vote of the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
 - were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
 - were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
 - were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

Signed this 27th day of September, 19 88

By Nancy A. Skinner
(Signature)

Nancy A. Skinner
(Type or Print Name)

Chair of the Board
(Type or Print Title)

ARTICLE II continued:

(3) Where necessary or appropriate, in the discretion of the Board of Directors, to organize, implement, supervise, or manage new or innovative projects or programs for the furtherance of the health, social welfare, character-building, recreational, and related needs of the community; and to solicit, procure and administer such funds made available through governmental agencies for such purposes.

(4) To mobilize the interest and stimulate the participation of the citizens of the community in support of this program.

(5) To conduct federated campaigns for funds from the community at large for the support of the participating agencies, to collect such funds and to carry on the business affairs of the corporation frugally and efficiently on behalf of the citizens of the community.

(6) To determine which agencies and programs shall receive financial support from the corporation, to agree on the method of allocations, and on request, to consult on budgetary matters with member agencies, public or private.

(7) To distribute from time to time to Financially Participating Agencies whatever sums of money are deemed proper toward their needs.

(8) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation for one or more of its purposes), and no member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(9) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

(10) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of section 170(c)(2) and 501(c)(3) of the Internal Revenue Code and their respective regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

A volunteer director of the corporation shall not be personally liable to the corporation for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director who is found by a court of competent jurisdiction or determined by the board of directors to have committed any of the following:

- (1) A breach of the director's duty of loyalty to the corporation;
- (2) An act or omission not in good faith or that involves intentional misconduct or knowing violation of the law;
- (3) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (4) A transaction from which the director derived an improper personal benefit;
- (5) An act or omission occurring before the date on which these Restated Articles of Incorporation were filed; or
- (6) An act or omission that is grossly negligent.

A volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation and its members to the extent set forth in this Article, and any repeal or modification of this Article shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VII

The corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a volunteer director occurring on or after the date of filing these Restated Articles of Incorporation which are incurred in good faith performance of the volunteer director's duties. Notwithstanding the foregoing, a volunteer director shall be personally liable to the corporation for monetary damages for a breach of fiduciary duty as a director to the extent set forth in the preceding Article VI, and the corporation shall not be precluded by this Article VII from bringing or maintaining a claim against the volunteer director to the extent not inconsistent with the preceding Article VI. Any repeal or modification of this Article VII shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VIII

Without formal merger or consolidation, this corporation is organized to carry on the activities, functions and programs conducted by the Community Chest of Grand Rapids and Kent County and by the Federation of Community Organization and Services, as soon as those activities, functions and programs shall be transferred to this corporation.

RESTATED ARTICLES OF INCORPORATION

OF

UNITED WAY OF KENT COUNTY

The following Restated Articles of Incorporation are executed by the undersigned corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended.

1. The present name of the corporation is United Way of Kent County.

2. The corporation identification number (CID) assigned by the Bureau is: 788-158.

3. The former name of the corporation is: United Fund and Community Services, Inc.

4. The date of filing the original Articles of Incorporation was: August 5, 1959.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and restated and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is United Way of Kent County.

ARTICLE II

United Way of Kent County is a voluntary organization of public and private health, social welfare, character-building, recreational and related agencies, community organizations and representatives of the general public, providing administrative and other control services for carrying out the following purposes:

(1) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes.

(2) To study the health, social welfare, character-building, recreational and related needs of the Kent County and Western Michigan community, and by cooperative effort, meet these needs through the development of a constructive program which will promote efficiency, economy and freedom from duplication.

(3) Where necessary or appropriate, in the discretion of the Board of Directors, to organize, implement, supervise, or manage new or innovative projects or programs for the furtherance of the health, social welfare, character-building, recreational, and related needs of the community; and to solicit, procure and administer such funds made available through governmental agencies for such purposes.

(4) To mobilize the interest and stimulate the participation of the citizens of the community in support of this program.

(5) To conduct federated campaigns for funds from the community at large for the support of the participating agencies, to collect such funds and to carry on the business affairs of the corporation frugally and efficiently on behalf of the citizens of the community.

(6) To determine which agencies and programs shall receive financial support from the corporation, to agree on the method of allocations, and on request, to consult on budgetary matters with member agencies, public or private.

(7) To distribute from time to time to Financially Participating Agencies whatever sums of money are deemed proper toward their needs.

(8) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation for one or more of its purposes), and no member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements), any political campaign on behalf of (or in opposition to) and candidate for public office.

(9) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

(10) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of section 170(c)(2) and 501(c)(3) of the Internal Revenue Code and their respective regulations as they now exist or as they may hereafter be amended.

ARTICLE III

- (1) The corporation is organized on a nonstock basis.
- (2) The description and value of its assets are as follows:

Real Property	None
Personal Property	\$352,246

(3) The corporation is to be financed under the following general plan: By contribution to it of funds and other properties for its purposes as herein stated and for no other purpose.

- (4) The corporation is organized on a directorship basis.

ARTICLE IV

- (1) The address of the current registered office is:

500 Commerce Building
Grand Rapids, MI 49503

- (2) The name of the current resident agent is: Donald D. Custis.

ARTICLE V

The term of the corporate existence is perpetual.

ARTICLE VI

A volunteer director of the corporation shall not be personally liable to the corporation for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a director who is found by a court of competent jurisdiction or determined by the Board of Directors to have committed any of the following:

(1) A breach of the director's duty of loyalty to the corporation;

(2) An act or omission not in good faith or that involves intentional misconduct or knowing violation of the law;

(3) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;

(4) A transaction from which the director derived an improper personal benefit;

(5) An act or omission occurring before the date on which these Restated Articles of Incorporation were filed; or

(6) An act or omission that is grossly negligent.

A volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director of the corporation and its members to the extent set forth in this Article, and any repeal or modification of this Article shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VII

The corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a volunteer director occurring on or after the date of filing of these Restated Articles of Incorporation which are incurred in good faith performance of the volunteer director's duties. Notwithstanding the foregoing, a volunteer director shall be personally liable to the corporation for monetary damages for a breach of fiduciary duty as a director to the extent set forth in the preceding Article VI, and the corporation shall not be precluded by this Article VII from bringing or maintaining a claim against the volunteer director to the extent not inconsistent with the preceding Article VI. Any repeal or modification of the Article VII shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VIII

Without formal merger or consolidation, this corporation is organized to carry on the activities, functions, and programs conducted by the Community Chest of Grand Rapids and Kent County and by the Federation of Community Organization and Services, as soon as those activities, functions and programs shall be transferred to this corporation.

These Restated Articles of Incorporation were duly adopted on the 27th day of September, 1988, in accordance with the provisions of section 642 of the Act. These Restated Articles of Incorporation restate, integrate and amend the provisions of the Articles of Incorporation and were duly adopted by the vote of the members of the corporation. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 27th day of September, 1988.

By Nancy C. Skinner
Its Chair of the Board