

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT

for

CORPUS CHRISTI FOUNDATION OF HOLLAND/ZEELAND

ID NUMBER: 760390

received by facsimile transmission on April 30, 1999 is hereby endorsed

Filed on April 30, 1999 by the Administrator.

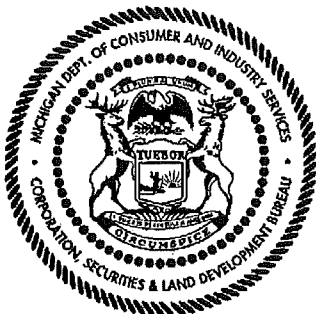
The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of April, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name John R. Marquis		
Address Warner Norcross & Judd LLP, 300 Curtis Center, 170 College Avenue		
City	State	Zip Code
Holland	Michigan	49423-2920
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

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ARTICLES OF INCORPORATION
OF
CORPUS CHRISTI FOUNDATION OF HOLLAND/ZEELAND

The Incorporators execute these Articles of Incorporation to form a nonprofit corporation pursuant to the provisions of Act No. 162, Public Acts of 1982, as follows:

ARTICLE I

Name

The name of the corporation is *Corpus Christi Foundation of Holland/Zeeland*.

ARTICLE II

Purpose

The sole purpose of the corporation is to support the operation and programs of the Corpus Christi Catholic School, including without limitation receiving and administering funds to support such operation and programs, which serves primarily the parishioners of the St. Francis de Sales and the Our Lady of the Lake parishes of the Roman Catholic Diocese of Grand Rapids, and other Holland, Michigan, area Catholic schools, and the programs and ministries

sanctioned or adopted by the St. Francis de Sales and Our Lady of the Lake Parishes, in such manner as is required or permitted for an organization described in Section 509(a)(3) of the Internal Revenue Code and for so long as such school or schools are an organization, or are programs of an organization or organizations, described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The powers which the corporation may exercise to further its purpose are as follows:

To solicit, collect, receive and administer funds exclusively to permits grants to be made to support Corpus Christi Catholic School and its educational programs as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To take and to hold by devise, gift, purchase or lease for any of the above purposes any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the Trustees' judgment will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation; and

To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

Registered Office and Resident Agent

The street address (which is the mailing address) of the corporation's initial registered office is 195 West 13th Street, Holland, Michigan 49423. The name of the initial resident agent at the registered office is Walter T. Jones.

ARTICLE V

Form of Organization, Assets and Financing

This corporation is organized on a nonstock directorship basis.

The corporation possesses the following assets:

Real Property: None

Personal Property: None

The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles and for no other purpose.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
Rev. Stephen Dudek	195 West 13th Street Holland, Michigan 49423
Rev. William H. Duncan	480 -152nd Avenue

	Holland, Michigan 49424
Walter T. Jones	936 Sycamore Drive Holland, Michigan 49424
Anne H. Schippers	6688 Summit View Concourse Holland, Michigan 49423
Robert Stander	3142 Lakeshore Drive Holland, Michigan 49424
P. J. Thompson	1302 Heather Drive Holland, Michigan 49423

ARTICLE VII

First Board of Trustees

The names and addresses of the members of the first Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Rev. Stephen Dudek	195 West 13th Street Holland, Michigan 49423
Rev. William H. Duncan	480 -152nd Avenue Holland, Michigan 49424
Walter T. Jones	936 Sycamore Drive Holland, Michigan 49424
Anne H. Schippers	6688 Summit View Concourse Holland, Michigan 49423
Robert Stander	3142 Lakeshore Drive Holland, Michigan 49424
P. J. Thompson	1302 Heather Drive Holland, Michigan 49423

ARTICLE VIII

Classification of Board of Trustees Ex Officio Trustees

A Board of Trustees to succeed the first Board of Trustees shall be elected at the trustees' first annual meeting. The trustees shall be divided into three classes at this first election. One-third of the trustees shall constitute the first class and shall be elected to a term ending at the next succeeding annual meeting. One-third of the trustees shall constitute the second class and shall be elected to a term ending at the second succeeding annual meeting. The remaining third of the trustees shall constitute the third class and shall be elected to a term ending at the third succeeding annual meeting. Thereafter trustees shall be elected to terms commencing upon expiration of the prior term of their class and ending at the third succeeding annual meeting.

Notwithstanding the foregoing, the two individuals who are from time to time the acting pastors of the St. Francis de Sales parish and of the Our Lady of the Lake parish shall be trustees of the corporation *ex officio* and, therefore, shall not be assigned to a class.

ARTICLE IX

Limitation of Volunteer Trustee's and Officer's Liability

A volunteer trustee or volunteer officer shall not be personally liable to the corporation for monetary damages for a breach of the trustee's or officer's fiduciary duty, except that the liability of a trustee or officer is not eliminated or limited for:

- (1) a breach of the trustee's or officer's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized distributions or loans;
- (4) a transaction from which the trustee or officer derived an improper personal benefit; or
- (5) an act or omission that is grossly negligent.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director, trustee or officer, then a volunteer trustee or officer (in addition to the circumstances in which a trustee or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation, as so amended. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer trustee or officer of the corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment, alteration, modification or repeal.

ARTICLE X

Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer trustee incurred in the good faith performance of the volunteer trustee's duties as such. Except as provided in the previous sentence, the corporation shall assume the liability for all acts or omissions of a volunteer trustee, volunteer officer or other volunteer, if all of the following conditions 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; and
- (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 by Section 3135 of the Michigan Insurance Code of 1956.

No amendment or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or with respect to any volunteer's acts or omissions that occur before such change.

ARTICLE XI

Indemnification of Trustees and Officers

The corporation shall indemnify any trustee or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a trustee or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not trustees or officers to the extent authorized by resolution of the Board of Trustees or by contractual agreement authorized by the Board of Trustees. A change in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

ARTICLE XII

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to the Corpus Christi Catholic School or, if such school has ceased to exist and operate, then as the Circuit Court for the County of Ottawa, Michigan shall designate, provided that each and any organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

ARTICLE XIII

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.

The Incorporators have executed these Articles of Incorporation on
April 15, 1999.

Stephen Dudek
Rev. Stephen Dudek

William H. Duncan
Rev. William H. Duncan

Walter T. Jones
Walter T. Jones

Anne H. Schippers
Anne H. Schippers

Robert Stander
Robert Stander

P. J. Thompson
P. J. Thompson

18561

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT – CORPORATION

for

CORPUS CHRISTI FOUNDATION OF HOLLAND/ZEELAND

ID NUMBER: 760390

received by facsimile transmission on January 6, 2000 is hereby endorsed

Filed on January 4, 2000 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 4th day of January, 2000.



A handwritten signature in black ink, appearing to read "Joseph R. Neltk".

, Director

Corporation, Securities and Land Development Bureau

C&S 515 (Rev. 10/98)

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

(FOR BUREAU USE ONLY)

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

John R. Marquis, Esq., Warner Norcross & Judd LLP

Address

170 College Avenue, Suite 300

City

Holland

State

MI

Zip Code

49423

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.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the 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: **Corpus Christi Foundation of Holland/Zeeland**

2. The identification number assigned by the Bureau is:

760390

3. Article XII of the Articles of Incorporation is hereby amended to read as follows:

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed equally to and between the St. Francis de Sales and the Our Lady of the Lake parishes of the Roman Catholic Diocese of Grand Rapids or, if either parish is not then in existence, then all to the other parish. If neither parish is in existence, then all of the corporation's assets and accumulated income shall be distributed to and among such other organizations and in such proportions as the trustees (or, in default of designation by the trustees, the Circuit Court for the County of Ottawa, Michigan) shall designate, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

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_____

_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19_____ by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by 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 if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. 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.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

Profit Corporations

Signed this _____ day of _____, 19_____

By _____
(Signature of an authorized officer or agent)

(Type or Print Name)

Nonprofit Corporations

Signed this _____ day of _____, 19_____

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name) _____
(Type or Print Title)

6. (For a nonprofit corporation whose Articles state the corporation is organized on a directorship basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 14th day of June, 19 99 by the directors of a nonprofit corporation whose articles of incorporation state it is organized on a directorship basis (check one of the following)

at a meeting the necessary votes were cast in favor of the amendment.

by written consent of all directors pursuant to Section 525 of the Act.

Signed this 17TH day of NOVEMBER, 19 99

By Walter T. Jones
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Walter T. Jones
(Type or Print Name)

President
(Type or Print Title)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

FILED

Date Received

(FOR BUREAU USE ONLY)

JAN 14 2010

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Administrator
Bureau of Commercial Services
Tran Info: 1 15507598-1 01/11/10
Chk#: 3988 Amt: \$10.00
ID: 760390

Name Kevin McDowell		
Address 235 Central Avenue		
City Holland, Michigan	State Michigan	ZIP Code 49423

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

EFFECTIVE DATE:

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the 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: **Corpus Christi Foundation of Holland/Zeeland**

2. The identification number assigned by the Bureau is:

760390

3. Article _____ of the Articles of Incorporation is hereby amended to read as follows:

See attached amendments to Articles II, III, VIII, and XII of the Articles of Incorporation.

DP

- a. Article II shall be amended to read as follows:

ARTICLE II

Purpose

The sole purpose of the corporation is to support the operation, programs, and ministries of (1) the St. Francis de Sales parish of the Roman Catholic Diocese of Grand Rapids; (2) the Our Lady of the Lake parish of the Roman Catholic Diocese of Grand Rapids; and (3) the Corpus Christi Catholic School, which serves primarily the parishioners of the St. Francis de Sales and Our Lady of the Lake parishes, including without limitation receiving and administering funds to support such operations, programs, and ministries of such organizations, in such manner as is required or permitted for an organization described in Section 509(a)(3) of the Internal Revenue Code and for so long as such organizations are an organization, or are programs of an organization or organizations, described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code.

- b. Article III shall be amended to read as follows:

ARTICLE III

Powers

The powers which the corporation may exercise to further its purpose are as follows:

To solicit, collect, receive and administer funds exclusively to permit grants to be made to support Our Lady of the Lake parish, St. Francis de Sales parish, and Corpus Christi Catholic School and their programs and ministries as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To take and to hold by devise, gift, purchase or lease for any of the above purposes any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the Trustees' judgment will best promote its objectives and purposes, without limitation except such, if any, as may be contained

in instruments under which such property is conveyed to the corporation;
and

To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- c. Article VIII shall be amended to read as follows:

ARTICLE VIII

Classification of Board of Trustees

Ex Officio Trustees

A Board of Trustees to succeed the first Board of Trustees shall be elected at the trustees' first annual meeting. The trustees shall be divided into three classes at this first election. One-third of the trustees shall constitute the first class and shall be elected to a term ending at the next succeeding annual meeting. One-third of the trustees shall constitute the second class and shall be elected to a term ending at the second succeeding annual meeting. The remaining third of the trustees shall constitute the third class and shall be elected to a term ending at the third succeeding annual meeting. Thereafter trustees shall be elected to terms commencing upon expiration of the prior term of their class and ending at the third succeeding annual meeting.

Notwithstanding the foregoing, the two individuals who are from time to time the acting pastors of the St. Francis de Sales parish and of the Our Lady of the Lake parish and the individual who is from time to time the acting principal of the Corpus Christi Catholic School shall be trustees of the corporation *ex officio*

and, therefore, shall not be assigned to a class.

d. Article XII shall be amended to read as follows:

ARTICLE XII

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then the portion of the corporation's assets and accumulated income which was directed by the corporation's donors solely for use by one of the three organizations described in Article II (Our Lady of the Lake parish, St. Francis de Sales parish, and Corpus Christi Catholic School) shall be distributed to that particular organization; in the event that one or more of the organizations is no longer in existence at the time of such distribution, then the portion directed to the organization no longer in existence shall be distributed to the remaining organizations or organization. Any assets and accumulated income of the corporation that was not directed towards one of the three organizations described in Article II shall be distributed equally to such three organizations. If none of the three organizations are in existence, then all of the corporation's assets and accumulated income shall be distributed to and among such other organizations and in such proportions as the trustees (or, in default of designation by the trustees, the Circuit Court for the County of Ottawa, Michigan) shall designate, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of May, 2008 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders 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 members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations	
Signed this <u>6TH</u> day of <u>JANUARY</u> , <u>2010</u>	
By <u>William R. Hubbard</u> <small>(Signature of President, Vice-President, Chairperson or Vice-Chairperson)</small>	
<u>WILLIAM R. HUBBARD</u> <small>(Type or Print Name)</small>	<u>PRESIDENT</u> <small>(Type or Print Title)</small>