

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MANISTEE COUNTY HISTORICAL SOCIETY, INC**

A MICHIGAN NONPROFIT CORPORATION

*Pursuant to the provisions of the Michigan Nonprofit Corporations Act (the "Act"), Act 162, Public Acts of 1982, the undersigned corporation executes the following Amended and Restated Articles of Incorporation (the "Articles"):*

**Article 1**

Name

The name of the corporation is Manistee County Historical Society, Inc.

**Article 2**

Purposes and Powers

2.1 Purposes and Powers. The Corporation is organized and operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Internal Revenue law of the United States of America (the "Code"). The Corporation is a nonprofit historical society devoted to preserving and promoting the history of Manistee County, Michigan, and neighboring areas of Northern Michigan. In furtherance of such charitable purposes, the Corporation shall engage in the activities described in Section 2.2 of this Article II.

2.2 Purposes and Powers Continued. Subject to the provisions contained in these Articles and all limitations applicable to organizations described in Code Section 501(c)(3), the Corporation's specific purposes and powers shall include the following:

(a) To preserve, advance, disseminate, acknowledge, research, and mutually discuss the history of the greater Manistee County, Michigan, area.

(b) To collect materials, manuscripts, artifacts, and any and all items in relation to the history of the greater Manistee County, Michigan, area.

(c) To arrange for the permanent housing and preservation of historical materials and artifacts in its collections, to loan its historic materials and artifacts to other historical societies or museums, and to make its historic materials and artifacts available to others for research purposes.

(d) To hold exhibitions, stage pageants, erect markers, sponsor, or engage in activities of any kind consistent with the purposes of the Corporation.

- (e) To receive and administer funds for charitable and educational purposes.
- (f) To solicit and receive contributions and donations of property.
- (g) To buy, own, sell, manage, receive, administer, and lease real estate, personal property, and other assets.
- (h) To maintain one or more museums and to display, interpret, restore, and care for historic materials and artifacts and historic research resources on the greater Manistee County, Michigan, area.
- (i) To hire, train, supervise, employ, or otherwise engage professional and non-professional staff to carry out the purposes of the Corporation.
- (j) To conserve and mark historic points of interest in Manistee County, Michigan.
- (k) To do all things consistent with and in conformity with the general purposes of a historical society.
- (l) To conduct any and all such lawful activities and exercise any and all such powers as may be necessary or required for the achievement of the foregoing and in furtherance of the purposes of the Corporation set forth herein.

2.3 Limitations. Notwithstanding any other provisions of these Articles, the following limitations shall apply to the Corporation and its activities and operations:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Code Section 501(c)(3) purposes set forth in these Articles;
- (b) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.
- (d) Notwithstanding any other provision of these Articles or the Corporation's Bylaws, as the same may be amended or restated from time to time, the Corporation shall only operate for its Code Section 501(c)(3) purposes and shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Section

170(c)(2), 2055(a)(2), and/or 2522(a)(2) of the Code, (iii) by a corporation described in Section 509(a) of the Code, or (iv) the corresponding sections of any future federal tax code.

2.4 Exempt Status. The Corporation is organized exclusively for charitable, educational and scientific purposes as enumerated in Article 2 hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation may make payments and distributions:

- (a) To organizations exempt from federal income tax under Section 501(c)(3) of the Code;
- (b) To further the exempt purposes of the Corporation; and
- (c) As reasonable compensation for services rendered to or on behalf of the Corporation.

### **Article 3**

#### Capitalization

- 3.1 The Corporation is formed on a nonstock, directorship basis.
- 3.2 If formed on a nonstock basis, the description and value of its real property assets are:  
  
Real property located at 425 & 427 River Street, Manistee, Michigan:  
\$700,000
- 3.3 The description and value of its personal property assets are:  
  
Existing collections of historic materials and artifacts located at 425 & 427 River Street, Manistee, Michigan, investments, and cash on hand. Estimated value: \$2,500,000.
- 3.4 The Corporation is to be financed under the following general plan:  
  
Admission fees to its museums and exhibitions, donations, gifts, grants, research fees, investment income, and sales of museum merchandise.

### **Article 4**

#### Resident Agent and Registered Office

- 4.1 The name of the resident agent at the registered office is: Thomas G. Stege
- 4.2 The address of the registered office in Michigan is: 425 River Street, Manistee, MI 49660.

## Article 5

### Liability

5.1 Volunteer Director and Officer Liability to the Corporation. No member of the Board of Directors who is a volunteer director, and no volunteer officer shall be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director or a volunteer officer except for liability for any of the following:

- (a) The amount of a financial benefit received by a director or a volunteer officer to which he or she is not entitled.
- (b) Intentional infliction of harm on the Corporation.
- (c) For any violation of Section 551 of the Act.
- (d) An intentional criminal act.
- (e) A liability imposed under Section 497(a) of the Act.

5.2 Assumption of Volunteer Director Liability. To the extent allowed by law, the Corporation assumes all liability to any person, other than the Corporation, for the acts or omissions of a volunteer director occurring in the good faith performance of the volunteer director's duties occurring on or after the effective date of these Articles, provided that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

5.3 Assumption of Volunteer Liability. To the extent allowed by law, the Corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of these Articles, provided that (i) the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code, and; (ii) all of the following conditions are met:

- (a) The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.

(e) 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 under Section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

5.4 Volunteer Director, Definition of. For purposes of these Articles, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

5.5 Volunteer Officer, Definition of. For purposes of these Articles, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

5.6 Amendment of Liability Law. In the event the Act is amended after the filing of these Articles with the Michigan Department of Licensing and Regulatory Affairs; Corporations, Securities & Commercial Licensing Bureau; Corporation Division, to authorize corporate action further eliminating or limiting the personal liability of volunteers of nonprofit corporations, then the liability of volunteer directors or volunteer officers of the Corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article 5, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation, assumption, or elimination of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

5.7 Further Amendment. Any repeal, modification, amendment, or adoption of any provision in these Articles inconsistent with this Article 5 shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification, amendment, or adoption.

## Article 6

### Indemnification

6.1 Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer (i) in his or her capacity as a director, officer employee, nondirector volunteer, or agent of the Corporation, or (ii) as a trustee, officer, partner, director, employee, nondirector volunteer, or agent of any director or officer serving that he request of the Corporation.

6.2 Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of the Corporation.

6.3 The Corporation may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article 6.

6.4 The provisions of this Article 6 shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers, and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors and other persons referred to in this Article 6.

6.5 The right of indemnity provided pursuant to this Article 6 shall not be exclusive, and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board may approve. Any agreement for indemnification of any director, officer, or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article 6. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles inconsistent with this Article 6 shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time such amendment, alteration, modification, repeal or adoption.

## **Article 7**

### **Dissolution**

7.1 In the event of the liquidation, dissolution, termination, or winding up of the Corporation, in any manner or for any reason, whether voluntary, involuntary, or by operation of law, the Board shall, pursuant to a plan of distribution or dissolution adopted by the Board and after paying or making provision for the payment of all the liabilities and obligations of the Corporation, dispose of all the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the Corporation's Code Section 501(c)(3) purposes by transferring such assets to such organization(s) which are organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Code Section 501(c)(3) and which, at the time of distribution, qualifies or qualify as exempt organization(s) under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of pursuant to applicable Michigan law, including but not limited to the Act and Act 169, Public Acts of 1965, the Michigan Dissolution of Charitable Purpose Corporations Act. Except as otherwise provided in this Article 7 no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation on such liquidation, dissolution, or winding up of the Corporation.

**Article 8**

Incorporators

8.1 The name and address of the incorporators (current board upon this restatement) are as follows:

Name:	Business Address
Mr. Thomas G. Stege, President	425 River Street, Manistee, Michigan 49660
Ms Teena Kracht, Vice President	425 River Street, Manistee, Michigan 49660
Mr. Kurt H. Schindler, Secretary	425 River Street, Manistee, Michigan 49660
Ms Deb Fortier, Auditor	425 River Street, Manistee, Michigan 49660
Mr. Barry Barto	425 River Street, Manistee, Michigan 49660
Mr. Mark Tomaszewski	425 River Street, Manistee, Michigan 49660
Dr. David Wild	425 River Street, Manistee, Michigan 49660

This document shall be effective as of the date of filing with the State of Michigan in compliance with the Act.

The Incorporator executes these Articles on the date indicated below,

Date: \_\_\_\_\_

\_\_\_\_\_  
Mr. Thomas G. Stege,  
President

Prepared By And Return To On Filing:

Richard M. Wilson, Jr. (P29717)  
Mika Meyers, PLC  
414 Water Street  
PO Box 537  
Manistee, MI 49660  
231-723-8333