

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
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.

Name
TODD S. SANDER

Address
P.O. BOX 147

City	State	ZIP Code
NORTHVILLE	MI	48167

EFFECTIVE DATE: 1/1/2012

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

RESTATED 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 Restated Articles:

1. The present name of the corporation is:

NORTHVILLE BASEBALL-SOFTBALL ASSOCIATION

2. The identification number assigned by the Bureau is:

758689

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was: AUGUST 5, 1998

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:

NORTHVILLE BASEBALL-SOFTBALL ASSOCIATION

ARTICLE II

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

SEE ATTACHED

ARTICLE III

- 1, The corporation is organized on a NONSTOCK basis.
(stock or nonstock)
2. 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:
3. 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")

CASH IN CHECKING ACCOUNT - \$101,000

(The valuation of the above assets was as of NOVEMBER 30, 2011)

The corporation is to be financed under the following general plan:

REGISTRATION FEES COLLECTED FROM PARTICIPANTS BASED UPON THE EXTENT OF PARTICIPATION. THE CORPORATION MAY ALSO APPLY FOR AND COLLECT CONTRIBUTIONS AND GRANTS FROM INDIVIDUALS, CORPORATIONS, AND/OR FOUNDATIONS.

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

ARTICLE IV

1. The name of the resident agent is: TODD S. SANDER
2. The address of the registered office is:
436 NORTH CENTER STREET NORTHVILLE , Michigan 48167
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office, if different than above:
P.O. BOX 147 NORTHVILLE , Michigan 48167
(Street Address or P.O. Box) (City) (ZIP Code)

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

SEE ATTACHED ARTICLES V, VI, VII, VIII

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

- a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, 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.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

- b. These Restated Articles of Incorporation were duly adopted on the _____ day of DECEMBER, 2011, 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 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 _____ day of DECEMBER, 2011

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

(Type or Print Name)

(Type or Print Title)

Preparer's Name MCEACHIN & ASSOCIATES, CPA, P.C.

Business telephone number (734) 332-3448

INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, 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 Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation required adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). 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 does, the members are not entitled to vote.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
 Item 5(a): must be signed in ink by an authorized officer or agent.
 Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....**\$10.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
 Bureau of Commercial Services
 Corporation Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

ARTICLE II – PURPOSE

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; AND MORE PARTICULARLY -

1. TO OPERATE YOUTH BASEBALL AND SOFTBALL PROGRAMS IN THE NORTHVILLE, MICHIGAN COMMUNITY;
2. TO FOSTER OPPORTUNITIES FOR YOUTH TO ENGAGE IN RECREATIONAL BASEBALL AND SOFTBALL AND ALL MATTERS INCIDENT THERETO;
3. TO PROVIDE INSTRUCTIONAL BASEBALL AND SOFTBALL CLINICS FOR YOUTHS;
4. TO CONDUCT AND TO PARTICIPATE IN ANY ACTIVITY DESIGNED TO PROMOTE THE GENERAL HEALTH OF THE YOUTH OF THE COMMUNITY, ACTING INDEPENDENTLY OR WITH OTHER ORGANIZATIONS IN SHARED, COORDINATED OR COMBINED PROGRAMS AND SERVICES;
5. TO DO SUCH THINGS AND TO PERFORM SUCH ACTS TO ACCOMPLISH ITS PURPOSES WHICH ARE NOT FORBIDDEN BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR COMPARABLE PROVISIONS OF SUBSEQUENT LEGISLATION (THE "CODE"), WITH ALL THE POWERS CONFERRED UPON NONPROFIT CORPORATIONS BY THE LAWS OF THE STATE OF MICHIGAN.

ARTICLE V – IMPERMISSABLE ACTIVITIES

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS DIRECTORS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE VI – DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE VII – LIMITATION OF NONDIRECTOR VOLUNTEER LIABILITY

THE CORPORATION ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A NONDIRECTOR VOLUNTEER, PROVIDED THAT:

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 A TORT ARISING OUT OF THE OWNERSHIP, MAINTENANCE OR USE OF A MOTOR VEHICLE AS DESCRIBED IN §209(E)(V) OF THE MICHIGAN NONPROFIT CORPORATION ACT.

ARTICLE VIII – LIMITATION DIRECTOR LIABILITY

A VOLUNTEER DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS OR MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE VOLUNTEER DIRECTOR'S FIDUCIARY DUTY ARISING UNDER THE MICHIGAN NONPROFIT CORPORATIOIN ACT OR OTHER APPLICABLE LAWS, EXCEPT FOR LIABILITY;

1. FOR ANY BREACH OF THE VOLUNTEER DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS OR MEMBERS;
2. FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW;
3. FOR A VIOLATION OF SECTION 551(1) OF THE MICHIGAN NONPROFIT CORPORATION ACT;
4. FOR ANY TRANSACTION FROM WHICH THE VOLUNTEER DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT;
5. FOR ANY ACTS OR OMISSIONS OCCURRING BEFORE THE DATE THIS ARTICLE IS FILED BY THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS; AND
6. FOR ANY ACTS OR OMISSIONS THAT ARE GROSSLY NEGLIGENT.

THE CORPORATION HEREBY ASSUMES ALL LIABILITY TO ANY PERSON OTHER THAN THE CORPORATION OR ITS SHAREHOLDERS OR MEMBERS, IF ANY, FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR OCCURRING ON OR AFTER THE DATE THIS ARTICLE IS FILED BY THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS, INCURRED IN THE GOOD FAITH PERFORMANCE OF THE DIRECTOR'S DUTIES AS A VOLUNTEER DIRECTOR; PROVIDED, HOWEVER, 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 INTERNAL REVENUE CODE, OR COMPARABLE PROVISIONS OF ANY FUTURE FEDERAL TAX CODE (THE "CODE").

IF THE MICHIGAN NONPROFIT CORPORATION ACT IS HEREAFTER AMENDED TO AUTHORIZE THE FURTHER ELIMINATION OR LIMITATION OF THE LIABILITY OF DIRECTORS OF NONPROFIT CORPORATIONS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION (IN ADDITION TO THE LIMITATION, ELIMINATION AND ASSUMPTION OF PERSONAL LIABILITY CONTAINED IN THIS ARTICLE) SHALL BE ASSUMED BY THE CORPORATION OR ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE MICHIGAN NONPROFIT CORPORATION

ARTICLE VIII – LIMITATION DIRECTOR LIABILITY (CONTINUED)

ACT AS SO AMENDED, EXCEPT TO THE EXTENT SUCH LIMITATION, ELIMINATION OF ASSUMPTION OF LIABILITY IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

NO AMENDMENT OR REPEAL OF THIS ARTICLE SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO THE EFFECTIVE DATE OF ANY SUCH AMENDMENT OR REPEAL.