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Articles of Incorporation
of
Main Street Holly

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Pursuant to the provisions of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, as amended (the "Act"), the undersigned corporation executes the following Articles:

Article I

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The name of the Corporation is Main Street Holly (the "Corporation").

NOV 22 2017

ADMINISTRATOR
CORPORATIONS DIVISION

Article II

1. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 26 USC §501 (the "Code"), and more specifically, to:

(a) promote the historic preservation, protection and use of the Village of Holly's traditional downtown area, including its commercial, civic and religious enterprises and residences;

(b) promote the Village of Holly's historic preservation, and contribute to its community betterment while lessening the burdens of the Village of Holly's government;

(c) disseminate information about, and to promote interest in, the preservation, history, culture, architecture and public use of the Village of Holly's traditional downtown area;

(d) hold meetings, seminars and other educational activities for the public, such as building rehabilitation and design, economic restructuring, and planning management that foster the preservation of the Village of Holly's traditional downtown area and enhance the understanding and appreciation of its history culture and architecture;

(e) aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside the Village of Holly engaged in similar purposes;

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(f) solicit, receive and administer funds for educational and charitable purposes and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgement of the Corporation's Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

2. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization described in the Code.
3. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or against any candidate for public office.

Article III

1. The Corporation is organized on a nonstock, directorship basis.
2. The assets the Corporation possesses are:

Real Property – None
Personal Property – None

3. The Corporation is to be financed by grants, donations and other contributions from corporations, governmental entities, foundations, other tax exempt organizations and individuals.

Article IV

1. The address and mailing address of the registered office is:

Holly DDA
300 East Street
Holly, MI 48442

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

Katy Hughes

Article V

1. The name and address of the incorporator is:

Lisa Berden

2000 Town Center, Suite 2360
Southfield, MI 48075

Article VI

No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of any director or officer of the Corporation, any donor, or any individual person. However, the Corporation is authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the Corporation's exempt purpose as set forth in Article II.

Article VII

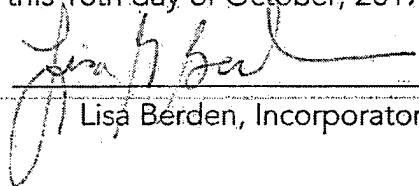
1. A director or volunteer officer of the Corporation shall not be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director or volunteer officer. However, this provision does not eliminate or limit the liability of a director or volunteer officer for any of the following:
- a. A breach of the director's or officer's duty of loyalty to the Corporation or its members, including but not limited to engaging in a transaction from which the director or officer derived an improper personal benefit;
 - b. Acts or omissions that are grossly negligent, or acts or omissions (i) not taken in good faith; (ii) that involve intentional misconduct or a knowing violation of law; or (iii) that involve the intentional infliction of harm on the Corporation, its officers, or directors;

- c. A violation of Section 551 of the Act;
 - d. An intentional criminal act; or
 - e. A liability imposed under section 497(a) of the Act.
2. The Corporation hereby assumes all liability to any person, other than the Corporation, for all acts or omissions of a volunteer director incurred in the good-faith performance of the director's duties. Pursuant to Section 541(6) of the Act, a claim for monetary damages for a breach of a volunteer director's duty to any person other than the Corporation shall not be brought or maintained against the volunteer director, but such claim shall be brought or maintained against the Corporation, which shall be liable for a breach of the volunteer director's duty.
3. In addition to the Corporation's assumption of liability in section 2 above, the Corporation also assumes liability for all acts or omissions of each volunteer director, volunteer officer, and any other volunteer that occur on or after the effective date of these Articles, if all of the following are met:
- a. The volunteer was acting or reasonably believed 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.
4. The terms "volunteer" and "volunteer director" shall have the same definitions as set forth in Section 110 of the Act. The term "volunteer officer" shall mean an individual who has been elected or appointed as an officer of the Corporation (President, Vice President, Secretary, Treasurer, or other officer position identified in the Corporation's bylaws) and who does not receive compensation or other consideration for services provided in his or her capacity as an officer of the Corporation, other than reimbursement for expenses actually incurred.

ARTICLE VIII

On dissolution of the Corporation, all of the Corporation's net assets shall be distributed to such organization or organizations exempt within the meaning of the Code, or to a federal, state or local government for a public purpose, as determined by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be distributed by the Oakland County Circuit Court to such organization(s): (a) that the court determines is exempt within the meaning of the Code, or (b) to a federal, state or local government.

Signed this 16th day of October, 2017

A handwritten signature in black ink, appearing to read "Lisa Berden", is written over a horizontal line.

Lisa Berden, Incorporator