

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

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Address 85 E. 8th Street, Suite 310		
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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: _____ THE SOCIETY FOR CHRISTIAN INSTRUCTION AT BYRON CENTER MICHIGAN _____
2.	The identification number assigned by the Bureau is: <input type="text" value="800836013"/>
3.	All former names of the corporation are: SOCIETY FOR CHRISTIAN PRIMARY INSTRUCTION UPON REFORMED PRINCIPLES
4.	The date of filing the original Articles of Incorporation was: <u>July 5, 1917</u>

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: BYRON CENTER CHRISTIAN SCHOOL
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ARTICLE II

The corporation is organized and its general purpose is to solicit, receive and administer funds exclusively for religious, charitable, and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (“Code”). The specific purpose for which the corporation is organized within this more general purpose are as follows:

- To promote and defend the cause of Christian Education;
- To maintain a school for Christian Instruction upon Reformed Principles; and
- To train children, in cooperation with the parents, in such a way that they can perform their duties in this world, to the glory of God, to their own well-being, and to the welfare of others.

ARTICLE III

The corporation is organized upon nonstock basis.
(stock or nonstock)

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

ARTICLE IV

1. The address of the registered office is:
8840 Byron Center Ave SW Byron Center , Michigan 49315
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: James Onderlinde

**ARTICLE V
Non-Discrimination**

The corporation shall admit students of any race, color, national, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

**ARTICLE VI
Powers and Limitations**

The corporation may 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 (“Act”) may exercise. The corporation may deal with and distribute the corporation’s property in such a manner as 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.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities or have any purposes that are not permitted for (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code and other related legislation and regulations as they now exist or may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code and related legislation and regulations as they now exist or may hereafter be amended. No substantial 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 or in opposition to any candidate for public office.

ARTICLE VII
Limitation of Director's and Officer's Liability

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, except for liability for any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
2. Intentional infliction of harm on the corporation (the corporation has no shareholders or members);
3. A violation of Section 551 of the Michigan Nonprofit Corporation Act;
4. An intentional criminal act; or
5. A liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or volunteer officer, then a director or volunteer officer (in addition to the circumstances in which a director 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 as so amended, except, if applicable, to the extent such elimination or limitation of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, not be liable to the corporation. No amendment to or alternation, modification, or repeal of this Article shall increase the liability or alleged liability of any director or volunteer officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, alternation, modification, or repeal.

ARTICLE VIII
Assumption of Liability for Acts of Volunteers

The corporation assumes all liability to any person other than the corporation (the corporation has no shareholders or members) for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties; 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 Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

The corporation assumes the liability for all acts or omissions of a volunteer director or volunteer officer occurring on or after the date these initial Articles of Incorporation are filed with the State of Michigan if all of the following 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.

In all cases in which the corporation assumes the liability, the corporation, and not the individual volunteer director or volunteer officer, shall be named as the defendant in the lawsuit.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further assumption of liability of directors or officers of nonprofit corporations, then the liability of a director or officer of the corporation (in addition to the assumption of personal liability contained in this Article) shall be assumed by the corporation to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except, if applicable, to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

No amendment to or alternation, modification, 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 amendment, alternation, modification or repeal. Provisions of this Article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

ARTICLE IX
Indemnification of Directors and Officers

The corporation shall indemnify any director 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 director 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, unless otherwise provided by these Articles or the bylaws of the corporation. The corporation may indemnify any person who is not a director or officer to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. 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 X 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 the corporation shall inure to the private benefit of any individual or director except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles of Incorporation. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the 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 first to one or more Christian Reformed Churches in Byron Center, Michigan, and then to such other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the 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 XI Compromise between Corporation and Creditors

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between the corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on the corporation.

ARTICLE XII Electronic Transmission; Action by Written Consent

In addition to any other form of notice or consent to or from a director permitted by these Articles of Incorporation or the bylaws of the corporation, any notice or consent given by a form of electronic transmission to which the director has consented is effective. For this purpose, a director shall be deemed to have consented to an electronic transmission if the director does not affirmatively object to the transmission and provides an email address to the corporation.

Any action required or permitted by the Michigan Nonprofit Corporation Act, these Articles of Incorporation, or the bylaws of the corporation to be taken at an annual or special meeting of the board may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

An electronic transmission giving notice to, or consenting to an action transmitted by, a board or committee member shall be considered written, signed, and dated if the electronic transmission is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted to or by the board or committee member, and (b) the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the notice was given or the consent was signed. A consent given by electronic transmission is not delivered until it is received by the Secretary or any other designated officer of the corporation and reproduced in paper form by the corporation.

ARTICLE VII

Amendments

These Articles may be amended or repealed or new Articles may be adopted in lieu thereof as provided in the Act, provided that such amendment does not cause the Corporation to relinquish its status as a tax-exempt organization under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

These Restated Articles of Incorporation were duly adopted on the _____ day of _____, 2021, by at least a two-thirds vote of the members of the corporation present and entitled to vote.

Signed this _____ day of _____, 2021

By _____
_____, President

And by _____
_____, Secretary