

Articles of Incorporation  
For use by Domestic Nonprofit Corporations

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

**Article I**

The name of the corporation is: Washtenaw County/Eastern Michigan University Legal Resource Center

**Article II**

The purpose or purposes for which the corporation is organized are: To provide charitable and educational services to the citizens and court users of Washtenaw County, Michigan, including the provision of legal information, education, and assistance to low and moderate income citizens and court users and including the provision of free information and assistance to pro se litigants in understanding the legal process and their rights in the legal process.

The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501 (c)(3) of the Internal Revenue Code.

**Article III**

1. The corporation is organized upon a Non stock basis.
2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is N/A. If the shares are, or are able 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. a. If organized on a nonstock basis, the description and value of its real property assets are: None.  
b. The description and value of its personal property assets are: None.  
c. The corporation is to be financed under the following general plan: The corporation will seek grants, contract, and donations from governmental and non-governmental sources.  
d. The corporation is organized on a Directorship basis.

**Article IV**

1. The address of the registered office is: c/o Washtenaw County Bar Association, 101 E. Huron St., Ann Arbor, Michigan 48104.
2. The mailing address of the registered office, if different than above: c/o Washtenaw County Bar Association, P.O. Box 8645 Ann Arbor, Michigan 48107.
3. The name of the resident agent at the registered office is: Judy K. Van Amberg.

**Article V**

The name and address of the incorporator is as follows:  
Robert F. Gillett; 420 N. Fourth Ave., Ann Arbor, MI 48104.

**Article VI**

A. No member of the Board of Directors who is a "volunteer director" and no "nondirector volunteer" providing services for the corporation as those terms are defined in the Michigan

Non-Profit Corporations Act ("the Act") shall be personally liable to this corporation or its shareholders or members for monetary damages for breach of fiduciary duty. However, this provision shall not eliminate or limit the liability of a Board member or volunteer for any of the following:

1. A breach of the Board member's duty of loyalty to the corporation or its shareholders or members, if any;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. A violation of section 551(1) of the act;
4. A transaction in which the Board member or volunteer derived an improper personal benefit;
5. An act or omission occurring before the filing of this article.
6. An act or omission that is grossly negligent.

B. The corporation hereby agrees to indemnify its directors, its members, and its non-director volunteers for all expenses of litigation and all settlements or awards arising from all acts or omissions of a Board member who is a volunteer director as defined in the Act and for a nondirector volunteer as defined in the Act for any claims relating to acts undertaken in the good faith performance of the Board member's duties to the corporation. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption of liability is inconsistent with the status of the organization as a 501(c)(3) organization under the I.R.C.

## **Article VII**

a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

I, the incorporator sign my name this 8<sup>th</sup> day of July, 2003.  
Robert F. Gillett

Amendment to the Articles of Incorporation certified 7/26/04 and 4/26/05.