

**RESTATED ARTICLES OF INCORPORATION**  
**FOR THE**  
**MICHIGAN NURSES ASSOCIATION**

Corporate ID Number: 805368

**Article VI – Assumption of Liability by Corporation**

The Corporation assumes the liability to any person other than the Corporation or its members for all acts or omissions of a volunteer officer or volunteer director (“volunteer”) occurring on or after January 1, 1988 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 as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Provided, that the Corporation shall not be considered to have assumed any liability of a volunteer to the extent such assumption is inconsistent with the tax exempt status of the Corporation or results in the imposition of tax under the Internal Revenue Code.

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH  
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

Shirlee M. Bobryk

Address

2300 Jolly Oak Road

City

Okemos

State

MI

Zip Code

48864

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.  
If left blank document will be mailed 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: Michigan Nurses Association

2. The identification number assigned by the Bureau is:

805368

3. All former names of the corporation are:

The Michigan State Nurses' Association; The Michigan State Nurses Association of the American Nurses Association

4. The date of filing the original Articles of Incorporation was: December 18, 1924

*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: Michigan Nurses Association

**ARTICLE II**

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

To further all means aiming to elevate the standards of the nursing profession, to establish professional reciprocity between the nurses of Michigan and those of other states and countries, and to meet our professional and our community responsibility by furthering all means for providing an adequate distribution of nursing service.

**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")

Funds deposited in a bank amounting to \$8,500

(The valuation of the above assets was as of April 30, 1931 )

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

Annual dues from members, special contributions, or bequests.

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

**ARTICLE IV**

1. The address of the registered office is:

2310 Jolly Oak Road Okemos, Michigan 48864  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

(SAME), Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent is: Thomas Bissonnette

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

A volunteer officer or volunteer director shall not be personally liable to the corporation for monetary damages for breach of a fiduciary duty of the officer or director pursuant to Sec 209 of the Michigan Nonprofit Corporation Act ("Act"). This Article does not eliminate or limit the liability of an officer or director for: (a) a breach of the officer's or director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) a violation of section 551(1) of the Act; (d) a transaction from which the officer or director derived an improper personal benefit; (e) an act or omission occurring before the effective date of this provision granting limited liability to any officer or director of the corporation; or (f) an act or omission that is grossly negligent.

**ARTICLE VI - See attachment**

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

By \_\_\_\_\_  
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Diane Goddeeris

President

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Title)

Preparer's name Shirlee M. Bobryk  
 Business telephone number ( 517 ) 347-7209

### 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 require 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**

#### To submit by mail:

Michigan Department of Labor & Economic Growth  
 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 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