



Form Revision Date 07/2016

ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

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:

MAIN STREET CLARKSTON

ARTICLE II

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

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) assist the City of Clarkston with issues pertaining to economic vitality and support for our business district and community by providing valuable training and funding opportunities that promote and beautify Clarkston;
- (b) promote the historic preservation, protection and use of the city of Clarkston's traditional downtown area, including its commercial, civic and religious enterprises and residences;
- (c) promote the city of Clarkston's historic preservation, and contribute to its community betterment while lessening the burdens of the city of Clarkston's government;
- (d) disseminate information about, and to promote interest in, the preservation, history, culture, architecture and public use of the city of Clarkston's traditional downtown area;
- (e) 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 city of Clarkston's traditional downtown area and enhance the understanding and appreciation of its history culture and architecture;
- (f) aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside the city of Clarkston's engaged in similar purposes; and
- (g) 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.

1. 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.
2. 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

The Corporation is formed upon basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None

The description and value of its personal property assets are (if none, insert "none"):

None

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

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

other tax-exempt organizations and individuals.

The Corporation is formed on a basis.

ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

- 1. Agent Name: BRANDON STILL
- 2. Street Address: 21 NORTH MAIN STREET
Apt/Suite/Other:
City: CLARKSTON
State: MI Zip Code: 48346
- 3. Registered Office Mailing Address:
P.O. Box or Street Address: 21 NORTH MAIN STREET
Apt/Suite/Other:
City: CLARKSTON
State: MI Zip Code: 48346

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
LISA BERDEN	43902 WOODWARD AVENUE SUITE 210, BLOOMFIELD HILLS, MI 48302 USA

Article VI

Effective Date: 10/25/2022

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

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. THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED;
 - D. INTENTIONAL INFLICTION OF HARM ON THE CORPORATION, ITS SHAREHOLDERS, OR MEMBERS;
 - E. A VIOLATION OF SECTION 551 OF THE ACT;
 - F. AN INTENTIONAL CRIMINAL ACT; OR
 - G. A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE ACT.
- 2. THE CORPORATION HEREBY ASSUMES ALL LIABILITY TO ANY PERSON, OTHER THAN THE CORPORATION OR ITS MEMBERS, 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 OR ITS MEMBERS 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 25th Day of October, 2022 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Lisa Berden	Incorporator	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION

for

MAIN STREET CLARKSTON

ID Number: 802934808

received by electronic transmission on October 25, 2022 ***, is hereby endorsed.***

Filed on October 27, 2022 ***, by the Administrator.***

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of October, 2022.

Linda Clegg

Linda Clegg, Director

Corporations, Securities & Commercial Licensing Bureau