

<b>MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES AND COMMERCIAL LICENSING BUREAU</b>																				
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3" style="padding: 2px;">Name</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Todd W. Hoppe, Esq. Foster, Swift, Collins &amp; Smith, P.C.</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Address</td> </tr> <tr> <td colspan="3" style="padding: 2px;">1700 E. Beltline Ave., NE</td> </tr> <tr> <td style="padding: 2px;">City</td> <td style="padding: 2px;">State</td> <td style="padding: 2px;">Zip Code</td> </tr> <tr> <td style="padding: 2px;">Grand Rapids</td> <td style="padding: 2px;">MI</td> <td style="padding: 2px;">49525</td> </tr> </table>			Name			Todd W. Hoppe, Esq. Foster, Swift, Collins & Smith, P.C.			Address			1700 E. Beltline Ave., NE			City	State	Zip Code	Grand Rapids	MI	49525
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Document will be returned to the name and address you enter above.  
If left blank document will be returned 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:	<b>Michigan Bison Association</b>
2.	The identification number assigned by the Bureau is:	738853
3.	All former names of the corporation are:	
4.	The date of filing the original Articles of Incorporation was:	December 9, 1995

*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:	<b>Michigan Bison Association</b>
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**ARTICLE II**

<p>A. The purpose or purposes for which the corporation is organized are:</p> <ol style="list-style-type: none"> <li>1. To promote bison and bison related products in the State of Michigan.</li> <li>2. To promote the health, handling, and care of bison in the State of Michigan.</li> <li>3. To cooperate with and promote the support of national, international, and other state bison associations.</li> <li>4. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the corporation is organized.</li> </ol>
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**ARTICLE II (continued)**

- B. The Corporation is intended to be an organization which is exempt from Federal income taxation under Section 501(c)(6) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the corporation) shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code.
- C. The Corporation is organized exclusively for the purposes as enumerated in Article II hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation may make payments and distributions:
  - 1. to organizations exempt from federal income tax under Section 501(c)(3), 501(c)(4), 501(c)(5), and 501(c)(6) of the Code;
  - 2. to further the exempt purposes of the Corporation; and
  - 3. as reasonable compensation for services rendered to or on behalf of the Corporation.

**ARTICLE III**

- A. The corporation is organized upon a Nonstock basis.  
(stock or nonstock)
- B. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is N/A. 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:  
N/A
- C. If organized 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: Cash - \$  
  
(The valuation of the above assets was as of July, 2015)  
The corporation is to be financed under the following general plan:  
  
Membership fees and contributions; Program service revenue.  
  
The corporation is organized on a Membership basis.  
(membership or directorship)

**ARTICLE IV**

- A. The address of the registered office is:  
9105 Fish Lake Road Holly, Michigan 48442  
(Street Address) (City) (ZIP Code)
- B. The mailing address of the registered office, if different than above:  
, Michigan   
(Street Address or P.O. Box) (City) (ZIP Code)
- C. The name of the resident agent is: Kevin MacRitchie

## ARTICLE V

- A. Volunteer Director and Officer Liability. A volunteer director and a volunteer officer shall not be personally liable to the Corporation or its members for monetary damages for any action taken as a director or a volunteer officer except for liability for any of the following:
1. For any transaction from which the director or officer derived an improper personal benefit.
  2. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
  3. For any violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act").
  4. For any act or omission that is grossly negligent.
  5. A liability imposed under Section 497(a) of the Act.
- B. Assumption of Volunteer Liability. The Corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of this article, provided that all of the following conditions are met:
1. The volunteer was acting or reasonably believed that 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.
  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 under Section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.
- C. Amendment of Liability Law. For purposes of this article, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

For purposes of this article, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

In the event the Act is amended after the filing of this article of the Articles of Incorporation with the Michigan Department of Labor and Regulatory Affairs, Bureau of Commercial Services to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

## ARTICLE VI

Dissolution of Corporation. Upon the dissolution of the Corporation, after paying or making provisions for the payment of the liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation to The National Bison Association, Inc., EIN 84-1026558, if at such time the National Bison Association is an organization exempt from federal income tax under Section 501(c)(3), 501(c)(4), 501(c)(5), or 501(c)(6) of the Code, or if National Bison Association does not so qualify, to an organization or organizations exempt from federal income tax under Section 501(c)(3), 501(c)(4), 501(c)(5), or 501(c)(6) of the Code as designated by the Board of Directors. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of a Court of competent jurisdiction to such organization or organizations as said Court shall select and determine which are tax exempt under Section 501(c)(3), 501(c)(4), 501(c)(5), or 501(c)(6) of the Code.

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)

Kevin MacRitchie  
(Type or Print Name)

President  
(Type or Print Title)

Preparer's Name Todd W. Hoppe

Business telephone number (616) 726-2246

### 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 Licensing and Regulatory Affairs  
Corporations, Securities & Commercial Licensing Bureau  
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 check, money order, 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

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

**Optional expedited service.**

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate CSCL/CD 272 form for expedited service for each document via in person, mail and MICH-ELF.

**24-hour service - \$50 for formation documents and applications for certificate of authority.**

**24-hour service - \$100 for any document concerning an existing entity.**

**Same day service**

- **Same day - \$100 for formation documents and applications for certificate of authority.**  
**Same day - \$200 for any document concerning an existing entity**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour - \$500**  
Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.
- **One hour - \$1000**  
Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporation Division for review. Day of receipt for mailed expedited service requests is the day the Corporation Division receives the request.