

***Michigan Department of Licensing and Regulatory Affairs***

***Filing Endorsement***

***This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT***

***for***

***ALLIANCE FOR HOUSING OAKLAND COUNTY CONTINUUM OF CARE***

***ID NUMBER: 71298L***

***received by facsimile transmission on September 28, 2012 is hereby endorsed  
Filed on October 2, 2012 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 2ND day  
of October, 2012.***

A handwritten signature in black ink, appearing to read "A. Schaffer".

***Director***

***Bureau of Commercial Services***

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
BUREAU OF COMMERCIAL SERVICES**

Date Received

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

Address

City

State

ZIP Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

**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 Articles:*

**ARTICLE I**

The name of the corporation is:

Alliance for Housing Oakland County Continuum of Care

**ARTICLE II**

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

See Attachment A

**ARTICLE III**

1. The corporation is organized upon a Nonstock basis.  
(Stock or Nonstock)
2. If organized on a stock basis, the total 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:

**ARTICLE III (CONT.)**

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

None

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

None

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

Funding from the United States Department of Housing and Urban Development, the Michigan State Housing Development Authority, private donations and other public and private sources.

d. The corporation is organized on a Membership basis.  
(Membership or Directorship)

**ARTICLE IV**

1. The name of the resident agent at the registered office is:

Marc Craig

2. The address of its registered office in Michigan is:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office in Michigan if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or PO Box) (City) (ZIP Code)

**ARTICLE V**

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

Name

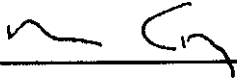
Residence or Business Address

Name	Residence or Business Address

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Attachment B

I, (We), the incorporator(s) sign my (our) name(s) this 27 day of September, 2012



_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

## Attachment A

### ARTICLE II

- A. The corporation is organized to establish a collective response that addresses homelessness and affordable housing in our community for any one or more of the following classes of persons: (i) homeless, (ii) persons with disabilities, (iii) persons of low income, and (iv) persons of low and moderate income.
- B. The corporation is organized exclusively for the charitable purpose of receiving and administering funds for the purposes set forth in Section 501(c)3 of the Internal Revenue Code of 1988 (or the corresponding provision of any future United States Internal revenue law) (the "Code"), including the making of distributions to organizations that qualify as exempt under Code Section 501(c)3. The purposes of the corporation shall include, but not necessarily be limited to, benefiting the community by promoting education and lessening the burdens of government.
- C. The corporation, including in all its activities incident to its purposes, shall at all times conduct its affairs so as to be an organization described in Code Section 501(c)3. The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)3, (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a non-profit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended.
- D. No part of the net earnings of the corporation shall inure to the benefits of, or be distributed to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- E. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 the 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, or a non-profit organization with a similar mission and purpose, with a 501(c)3 designation from the IRS. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## Attachment B

### ARTICLE VI

- A. The corporation shall be a membership corporation. The rights, preferences and limitations of membership shall be as follows.
1. Members will have sole voting rights for the purpose of electing the corporation's Board of Directors and for approval of proposed amendments to these articles of incorporations and proposed amendments to the bylaws.
  2. Members shall be composed of legal entities including persons that can function legally, enter into contacts, sue or be sued, and make decisions through agents, and (a) that have a working involvement with financing of and/or provision of housing including persons who have experience homeless or have other special needs or disadvantaged persons, or (b) that are private-sector for-profit organizations. There will be no less than (15) members. Each member must pay an annual membership fee to be determined by the board for the corporation's fiscal year.
- B. Board of Directors
1. There will be no less than seven (7) nor more than (17) members of the Board of Directors, the governing body of the organization. The board will have responsibility for policy making for the corporation. Administrative responsibility for carrying out the policies of the Board of Directors will be held by the officers of the corporation.
- C. The corporation, upon a resolution of its Board of Directors may:
1. accept, but not require, capital contributions from members and issue nontransferable capital certificates;
  2. accept, but not require, subventions from either members or non-members of the corporation and issue non-transferable subvention certificates; and
  3. levy a nominal initiation fee upon its members.
- D. The corporation, upon a resolution of its Board of Directors, may suspend and/or expel any member who violates its by-laws, rules or regulations, or engages in conduct prejudicial to the best interests of the corporation.

### ARTICLE VII

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors, a court of appropriate jurisdiction within this state may order a meeting of the affected creditors. The corporation, a creditor, or a receiver appointed for the

corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in a number consisting of three-fourths (3/4) in value of the affected creditors agree, the compromise, arrangement, or reorganization of this corporation, if approved by the court, shall be binding on all the creditors, and also on this corporation.

#### ARTICLE VIII

No member of the board of directors of the corporation who is a volunteer director, as that term is definite in the Michigan Nonprofit Corporation Act (the "Act"), nor a volunteer officer, shall be personally liable to this corporation, or its members for monetary damages for a breach of director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limited the liability of a director or officer for any of the following:

1. A breach of the director's or officers duty of loyalty to the corporation or its members;
2. Acts of omissions not in good faith or that involve intentional misconduct or knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. An act or omission occurring before the filing of these Articles or Incorporation; or
5. An act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, or a volunteer officer, as defined in the Act, incurred in the good faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)3 of the Code or corresponding section of any future federal tax code.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of officers or directors of non-profit corporations, then the liability of members of the board of directors or officers, in addition to that described in Article VII, shall be assumed by the corporation or elimination or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability shall not be effective to the extent that it is inconsistent with the status of the corporation as an organization described in Section 501(c)3 of the Code or corresponding section of any future federal tax code. No amendment or repeal of Article VII shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal

## ARTICLE IX

The corporation assumes that liability for all acts or omissions of a volunteer if all of the following conditions 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 did not involve a transaction from which the volunteer derived an improper personal benefit;
5. The volunteer's conduct was not an intentional tort; and
6. 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 state law.

A claim for a volunteer director's, volunteer officer's, or other volunteer's acts shall not be brought or maintained against a volunteer director, volunteer officer, or other volunteer. The claim shall be brought and maintained against the corporation, as provided in the M.C.L.A. §450.2556 as amended.

## Article X

These Articles of Incorporation shall not be amended unless the proposed amendment shall have first been authorized by the affirmative vote or written consent of the members of the corporation.

If such an affirmative vote or written consent is obtained, these Articles of Incorporation may be so amended at a regularly scheduled meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the Board members duly elected and serving, provided that written notice of the proposed amendment is presented to each Director in accordance with the By-laws.