



MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
FILED SEP 26 1991 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau	Date Received JUL 26 1991
	AUG 30 1991
	SEP 23 1991
CORPORATION IDENTIFICATION NUMBER	745-452

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on 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:

Women Lawyers Association of Michigan ✓

ARTICLE II

The purpose or purposes for which the corporation is organized are: to secure the rights of women in society and advance the interests of women members of the legal profession, to promote improvements in the administration of justice, to promote equality and social justice for all people, to improve relations between the legal profession and the public, and to encourage the continued legal education of lawyers.

ARTICLE III

The corporation is organized upon a non-stock (stock or nonstock) basis.

1. 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:

LG

ARTICLE III (con't)

2. 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:

Membership dues.

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

ARTICLE IV

1. The address of the registered office is:

1814 Bradley Avenue Lansing, Michigan 48910
(Street Address) (City) (ZIP Code)

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

P.O. Box 26245 Lansing, Michigan 48909-6245
(P.O. Box) (City) (ZIP Code)

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

Hilary Nault

ARTICLE V

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

Name	Residence or Business Address
<u>Janet E. Lanyon</u>	<u>P.O. Box 647, Bloomfield Hills, MI 48303</u>
<u>Paula Restum</u>	<u>1100 First National Building, Detroit, MI 48226</u>
<u>Claudette Paritée</u>	<u>P.O. Box 30018, Lansing, MI 48909-7518</u>
<u>Elizabeth Bransdorfer</u>	<u>200 Ottawa Ave., NW, Ste. 700, Grand Rapids, MI 49503-2421</u>
<u>Suellyn Scarnecchia</u>	<u>Child Advocacy Law Clinic, University of Michigan Law School, Ann Arbor, MI 48109-1215</u>
<u>Lisa Godfrey</u>	<u>900 Comerica Building, Kalamazoo, MI 49007-4752</u>

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.

**Women Lawyers Association of Michigan (WLAM)
Articles of Incorporation**

- a. A breach of the volunteer director's duty of loyalty to the association;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- c. A violation of section 551(1) of Michigan Non-Profit Corporation Act;
- d. A transaction from which the volunteer director derived an improper personal benefit;
- e. An act or omission occurring before the effective date of these Articles;
- f. An act or omission that is grossly negligent.

ARTICLE IX

No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except at the association 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 Article II hereof.

Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

ARTICLE X

Upon the dissolution of the association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any such assets not so disposed of by the association shall be determined by the circuit court of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The term of existence of the corporation shall be perpetual.

ARTICLE VII

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the active members present and voting at any regular meeting or special meeting of the members of the association. Written notice of the time and place of the meeting and of the proposed amendment shall have been mailed to the membership 30 days in advance of the meeting. The President has the authority to permit non-substantive changes in any duly noticed proposed amendment to the Articles.

ARTICLE VIII

The volunteer directors of the association shall not be personally liable to the association for monetary damages for breach of the volunteer director's fiduciary duty, except for liability for any of the following:

I (We), the incorporator(s) sign my (our) name(s) this 29th day of August, 1991.

Janet E. Canyon

Lisa A. Ladfey

Elizabeth Bransdorfer

Candotto Pariter

Sue Lynn Scarnecchia

Paula M. Restum

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Ms. Janet E. Lanyon
Attorney at Law
Mosher, Vondale, Gierak & Baumhart, P.C.
74 East Long Lake Road, Suite 100
P.O. Box 647
Bloomfield Hills, MI 48303

Name of person or organization
remitting fees:

Women Lawyers Association
of Michigan

Preparer's name and business
telephone number:

Janet E. Lanyon
(313) 433-3333

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, 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 the Act by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. ARTICLE II — The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. ARTICLE III — The corporation must be organized on a stock or nonstock basis. Complete Article III(1) or III(2) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc.
6. ARTICLE IV — A post office box may not be designated as the street address of the registered office.
7. ARTICLE V — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
8. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
9. This document must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
10. FEES: Filing fee & Franchise fee (Make remittance payable to State of Michigan) ... \$20.00
11. Mail form and fee to:
MICHIGAN DEPARTMENT OF COMMERCE
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302