

**STATE OF MICHIGAN**  
**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**  
**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**  
**LANSING, MICHIGAN**

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**Federal Bar Association – Eastern District of Michigan Chapter**  
(A Michigan Nonprofit Corporation)

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, as amended, the undersigned corporation (“Corporation”) executes the following Restated Articles of Incorporation:

1. The present name of the Corporation is: Federal Bar Association – Eastern District of Michigan Chapter.
2. The corporation identification number (CID) assigned by the Bureau is: 800800287.
3. All former names of the Corporation are: Federal Bar Association – Detroit Chapter.
4. The date of filing the original Articles of Incorporation was: October 18, 1982.

**ARTICLE I**

The name of the corporation is: Federal Bar Association – Eastern District of Michigan Chapter.

**ARTICLE II**

1. The purposes for which the Corporation is organized are to perform those purposes permitted under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provision of any future tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code, or corresponding section of any future federal tax code (the “Code”); and subject to and within the limits of such purpose:

- (a) To advance the study of jurisprudence;
- (b) To promote the administration of justice;
- (c) To uphold a high standard for the Federal judiciary, attorneys representing the Government of the United States, and attorneys appearing before the courts, departments, and agencies of the United States;
- (d) To encourage cordial and friendly relations amongst the members of the legal profession;
- (e) To promote the welfare of attorneys employed by the Government of the United States; and
- (b) To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Corporation set forth herein.

2. The Corporation shall make the rights, privileges and activities of its programs and services, employment and volunteer participation available to persons regardless of, and in the administration of its policies and programs it shall not discriminate on the basis of, ethnicity, race, national origin, age, height, weight, gender identity, sexual orientation (determined by whom an individual is sexually attracted and also has the potential for loving), marital status, economic circumstance, veteran status, sex, creed, disability, physical and/or mental abilities/characteristics, genetic information, philosophy/religion or color.

3. The Corporation is organized exclusively to perform those purposes permitted under Section 501(c)(6) of the Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization which is described in Section 501(c)(6) of the Code and which is exempt from federal income tax under Code Section 501(a).

5. The Corporation may influence legislation to the extent allowed for an organization which is described in Section 501(c)(6) of the Code.

6. The Executive Board of the Corporation and the Corporation as an institution shall not knowingly support any organization whose purpose or activities are

terrorist in nature or subversive to the national security of the United States of America or its populace.

7. All of the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation 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.

### **ARTICLE III**

1. The Corporation is organized upon a nonstock basis.
2. The Corporation is organized on a Directorship basis.
3. The Corporation is to be financed by gifts, grants, contributions, dues, investment income and revenues and fees from its exempt activities.

### **ARTICLE IV**

1. The address and the mailing address of the current registered office is:  
  
400 Monroe St., #620  
Detroit, MI 48375
2. The name of the current resident agent at the registered office is:  
Melinda W. Herrmann

### **ARTICLE V**

1. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any member, Director, or Officer of the Corporation, contributor, or individual except that the Corporation may pay reasonable compensation for services rendered and make reasonable payments in furtherance of the purposes set forth in Article II hereof.

### **ARTICLE VI**

1. To the fullest extent permitted under the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a director or a volunteer officer of the Corporation shall not be personally liable to the Corporation

or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:

- (a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- (b) Intentional infliction of harm on the Corporation or its shareholders or members.
- (c) A violation of Section 551 of the MNCA.
- (d) An intentional criminal act.
- (e) A liability imposed under Section 497(a) of the MNCA.

2. To the fullest extent permitted under Section 209(1)(e) of the MNCA, as the same presently exists or may hereafter be amended, the Corporation assumes the liability for all acts or omissions of each volunteer director, each volunteer officer or any other volunteer occurring on or after the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA 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, 1956 PA 218, MCL 500.3135.

Pursuant to Section 556 of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a volunteer director, volunteer officer or other volunteer's acts or omissions 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.

3. The terms "director", "volunteer director" and "volunteer" shall have the same definitions as set forth in the MNCA, as the same presently exists or may hereafter

be amended. The term “officer” shall include those officers named in Section 531 of the MNCA and any other officers prescribed in the Corporation’s Bylaws.

Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director, officer or other volunteer of the Corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of directors, officers and other volunteers shall be eliminated, expanded or limited to the fullest extent permitted by the MNCA as so amended.

4. Notwithstanding any of the above, the Corporation shall not be considered to have assumed any liability of a director, volunteer director, volunteer officer or other volunteer to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

## **ARTICLE VII**

In the event of the dissolution of the Corporation, after the Corporation has paid or made provision for the payment of the Corporation's liabilities, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as the Board of Directors may select, which are described in Section 501(c)(3) or Section 501(c)(6) of the Code, exempt from federal income tax under Section 501(a) of the Code or corresponding provisions of any subsequent federal income tax laws and engaged in purposes similar to those of the Corporation. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Wayne to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) or Section 501(c)(6) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or any corresponding revision of any subsequent income tax laws).

These Restated Articles of Incorporation were duly adopted on the \_\_\_\_ day of \_\_\_\_\_, 2023, in accordance with the provisions of Section 641 of the MNCA. These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by vote of the Directors. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has hereunder signed these Articles of Incorporation on the \_\_\_\_ day of \_\_\_\_\_, 2023.

By: \_\_\_\_\_  
Name:  
Its: President

After filing return to:

Leo P. Goddeyne, Esq.  
Miller, Canfield, Paddock & Stone, P.L.C.  
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