

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
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Address	BUREAU OF COMMERCIAL SERVICES Administrator
City	EFFECTIVE DATE:
State	
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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: Order of AHEPA District #10 Educational Foundation.
2. The identification number assigned by the Bureau is: 746-105
3. All former names of the corporation are:
There are no former names of the Corporation.
4. The date of filing the original Articles of Incorporation was: December 23, 1996.

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: Order of AHEPA District #10 Educational Foundation.

ARTICLE II

The purpose or purposes for which the corporation is organized are:
 The Corporation is organized to receive and administer funds exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including the promotion and provision of scholarship opportunities to those who seek higher education and the perpetuation of American-Hellenic ideals and traditions. In addition, the Corporation will create, establish and promote educational programs for the enlightenment, progress and benefit of the members of the District #10 Order of AHEP, its auxiliaries and the public in general. The Corporation will not be conferring degrees or certificates.

DLK

ARTICLE III

1. The corporation is organized on a _____ nonstock _____ basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate 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:

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

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

\$215,000.00 cash

(The valuation of the above assets was as of June 18, 1997)
The corporation is to be financed under the following general plan:

The Corporation is to be financed under the following general plan: Annual Chapter obligations, memorial scholarship donations, membership fees in the Foundation's E-Club and general donations.

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

ARTICLE IV

1. The address of the registered office is:
1628 Crimson Drive Troy, Michigan 48083
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Milton A. Gust

ARTICLE V

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Directors, officers or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and shall not publish or distribute statements relating to political campaigns.

ARTICLE VI

Except as otherwise provided by law, a volunteer Director or a volunteer officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's or officer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

The Corporation assumes the liability for all acts or omissions of a volunteer Director or volunteer officer, provided that:

- (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 or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

ARTICLE VII

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors will distribute all remaining assets of the Corporation for a purpose or to an organization consistent with the purposes for which this organization was established, so long as the new organization also has a 501(c)(3) tax status. The Corporation will remain as a non-profit entity while in its existence.

ARTICLE VIII

These Articles may be amended or repealed by a majority vote of the Directors of the Corporation then in office at any regular or special meeting of the Directors provided that any statutory notice requirements are met.

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Articles V through VIII on attached pages.

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 5th day of December, 2009, 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 5 day of December, 2009

By Milton A. Gust
(Signature of Authorized Officer or Agent)

Milton A. Gust, Executive Secretary
(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)

(Type or Print Name)