

**ARTICLES OF INCORPORATION
OF
CONSORTIUM OF MICHIGAN VETERANS EDUCATORS, INC.
(a Michigan Nonprofit Corporation)**

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended (the “Act”), the undersigned Corporation executes the following Articles:

**ARTICLE I
Name**

The name of the corporation is: Consortium of Michigan Veterans Educators, Inc.

**ARTICLE II
Purposes**

1. The corporation is organized exclusively as an entity for charitable and educational purposes, including without limitation to receive and administer funds for such purposes, in accordance with the provisions of 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provisions of these Articles, the corporation shall not conduct any other activities not permitted:

- i. by a corporation exempt from federal income tax under § 501(c)(3) of the Code;
- ii. by a corporation, contributions to which are deductible under § 170(c)(2) of the Code; or
- iii. by a nonprofit corporation organized under the laws of the State of Michigan, pursuant to the provisions of the Michigan Nonprofit Act (“the Act”).

3. Consortium of Michigan Veterans Educators, Inc. is founded for charitable purposes, including serving all Michigan public institutions of higher education in their efforts to support military-connected students. Further, to support by annual meetings, informational outreach, sharing of best practices, and advocacy to outside organizations and agencies, the

educational advancement of those who have served or who are serving in the United States Armed Forces and their family members. .

4. The corporation's assets and net earnings shall be devoted exclusively to the purposes provided in these Articles. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its 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 these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to include legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III **Organization**

1. The corporation is organized upon a non-stock basis.
2. The description and value of its real property assets are: None
3. The description and value of its personal property assets are: None
4. The corporation is to be financed under the following general plan: the corporation will be financed by contributions, gifts, grants, donations, bequests, devises, benefactors, other voluntary transfers of property, and the income generated therefrom.
5. The corporation is organized on a membership basis.

ARTICLE IV **Registered Office**

1. The address of the registered office is: 2011 Student Activities Building, 515 E. Jefferson Street, Ann Arbor, MI 48109-1316.
2. The name of the resident agent at the registered office is Philip Larson.

ARTICLE V **Incorporators**

The name and address of the incorporator is as follows:

Name: Philip Larson
Address: 2011 Student Activities Building
515 E. Jefferson Street
Ann Arbor, MI 48109-1316

ARTICLE VI
Duration

As a Michigan nonprofit corporation, the corporation has perpetual life.

ARTICLE VII
Directors

There shall be initially three directors who shall be appointed by the incorporator. Thereafter, the number and election of directors shall be set forth in the bylaws.

ARTICLE VIII
Application of Assets and Earnings

The corporation shall issue no stock. Its assets and net earnings shall be devoted exclusively to the purposes provided in Article II hereof. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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. Notwithstanding any other provision of the document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX
Distribution on Dissolution

Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities, shall arrange for the assets of the corporation to be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose, and as

determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court in the county in which the principal office of the corporation 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 X
Indemnification

1. A volunteer director or volunteer officer of this corporation is not personally liable to the corporation for monetary damages for a breach of such director's or officer's fiduciary duty, except Liability for any of the following::

- i. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- ii. Intentional infliction of harm on the corporation, its shareholder, or members;
- iii. A violation of Section 551 of the Act;
- iv. An intentional criminal act; or
- v. A liability imposed under section 497(a).

2. The corporation assumes the liability for all acts or omissions of a nondirector volunteer if all of the following are met:

- i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- ii. The volunteer was acting in good faith;
- iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- iv. The volunteer's conduct was not an intentional tort; and
- v. 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, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

3. 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 the volunteer director's duties.

4. This Article shall be construed broadly to provide immunity to the fullest extent permitted by law as of the date of these Articles, or by any subsequent amendment to such law or any future law permitting greater immunity. Any repeal or modification of this Article by the corporation shall not adversely affect any right or protection of any volunteer director or volunteer officer of the corporation existing at the time of such acts or omissions occurring before such repeal or modification.

ARTICLE XI
Amendments of Articles of Incorporation

Amendments to these Articles shall be adopted upon receiving the affirmative vote of a majority of the directors then in office. Such action may only be taken at a meeting called in accordance with the notice provisions of section 611 of the Act, as the same presently exists or may hereafter be amended.

I, the incorporator, sign my name this _____, day of June, 2018.

Philip Larson

Name of person or organization remitting fees:

Pear, Sperling, Eggan & Daniels, P.C.

Preparer's name and business telephone number:

Edwin L. Pear
(734) 665 – 4441