

ARTICLES OF INCORPORATION

BIGS KIDS 4 LITTLE KIDS

ARTICLE I – NAME, REGISTERED OFFICE, REGISTERED AGENT

The name of the corporation is: Big Kids 4 Little Kids.

The address of the registered office is 625 Robert, Lansing, MI 48810. The mailing address of the registered office is P. O. Box 234, Holt, MI 48842.

The name of the resident agent at the registered office is Kim M. Heffelbower.

ARTICLE II – PURPOSE

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code).

Primarily, the corporation will raise money for donation to area youth charitable organizations. Sporting activities (golf tournaments, horse shoe contests, etc.) and benefits will be used to fund these projects.

ARTICLE III - DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV – ORGANIZATION

1. The corporation is organized upon a non-stock basis.
2. The corporation is to be financed under the following general plan: fund-raisers and donations.
3. The corporation is organized on a Directorship basis.

ARTICLE V – TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VI – LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. The corporation may receive and administer funds for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code), and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation, without limitation, except as such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Nonprofit Corporation Act.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 section 501(c)(3) purposes.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements in any political campaign on behalf of, or in opposition to, any candidate for public office.
4. Notwithstanding any other provision of these articles, the Corporation 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)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).
5. The Corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by any officer or director of this Corporation.

ARTICLE VII – DIRECTORS / MEMBERS

The Corporation may, but need not, have voting members, and such membership, if any, and classes thereof, shall be as defined in and governed by the corporation's bylaws. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's Bylaws.

The Board of Directors shall consist of at least five but not more than eleven directors, including officers.

No Member or Director shall have any right, title or interest in or to any property of the Corporation.

All Directors serve as volunteers.

ARTICLE VIII – DEBT OBLIGATIONS AND PERSONAL LIABILITY

1. No officer or director of this corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

2. No officer or director of this Corporation shall be personally liable to the Corporation for monetary damages for a breach of the directors' or officers' fiduciary duty. This provision does not eliminate or limit the liability of a director or officer for any of the following:

- a. A breach of the director's or officer's duty of loyalty to the corporation.
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. A violation of section 551(1).
- d. A transaction from which the director or officer derived an improper personal benefit.
- e. An act or omission that is grossly negligent.

3. As the corporation is tax exempt under section 501(c)(3) of the Internal Revenue Code, this Article further provides that the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in good faith performance of the volunteer director's duties.

4. The corporation assumed the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of the provisions granting limited liability 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 under 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.

ARTICLE IX - DISSOLUTION

Upon dissolution of this corporation, assets shall 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 shall be distributed to the Federal, State or Local Government for a public purpose.

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are as follows:

John T. Griffin, 6910 Meese Drive, Lansing, MI 48910
David B. Pierce, 2080 Coolridge Road, Holt, MI 48842

(Amended April 25, 2002 at a meeting where the necessary votes were cast in favor of the amended Articles – increase the size of the Board of Directors.)

(Amended August 26, 2009 at a meeting where the necessary votes were cast in favor of amending the Articles to allow for classes of membership, said membership to be governed by the Bylaws, and to increase the size of the Boards of Directors from nine to eleven members.)