



**ARTICLE III (cont.)**

- 3. 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:  
Donations, grants and fundraisers
- d. The corporation is organized on a Directorship basis.  
(Membership or Directorship)

**ARTICLE IV**

- 1. The name of the resident agent at the registered office :  
Joe Parman
- 2. The address of the registered office is:  
Drain Commission Office, 219 Paw Paw St, Ste 301 Paw Paw, Michigan 49079  
(Street Address) (City) (ZIP Code)
- 3. The mailing address of the registered office, if different than above:  
, Michigan   
(Street Address or P.O. Box) (City) (ZIP Code)

**ARTICLE V**

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

Name	Residence or Business Address
Dave Foerster	40239 40th Ave, Paw Paw, MI 49079-9692
Matt Meersman	1035 E Michigan Ave, Paw Paw, MI 49079-9464
Joe Parman	Drain Commission Office, 219 Paw Paw St, Ste 310

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.

Article II (Continued from Page 1)

A. Purpose: The Two Rivers Coalition, Inc. is a citizen-based group working to protect the health of the Black River and Paw Paw River watersheds through conservation, education, and advocacy. Its purpose is to promote and/or improve and study the ecology, water quality and cleanliness, shorelines, beaches, wildlife, plant life, recreational use and any other matters related to the health of the Black River and Paw Paw River watersheds in Southwest Michigan through conservation, education and scientific means and is formed exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and related and successor sections of said Code. These purposes will include instruction and education to the public through the conduct of public discussion groups, forums, workshops, panels, lectures and other similar programs along with written materials. Scientific information gathered will be published in articles, pamphlets, treatises, brochures or in any other form that is available to the interested public. This corporation will remain a non-profit organization as long as it is in existence.

B. Net Earnings: No part of the net earnings of the Two Rivers Coalition, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propoganda, or otherwise attempting to influence legislation, and it 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. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of an future federal tax code.

C. Personal Liability for Volunteer Directors and Volunteer Officers:

1. To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a volunteer director or volunteer officer of the TRC shall not be personally liable to the TRC or its members for monetary damages for breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director or officer of the following:

- (i) A breach of the director or officer's duty of loyalty to the TRC or its members;
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (iii) A violation of Section 551 (1) of the MNCA;
- (iv) A transaction from which the director or officer derived an improper personal benefit;
- (v) An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of MNCA; or
- (vi) An act of omission that is grossly negligent.

Any volunteer director of the TRC shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the TRC or its members to the extent set forth in this Subsection 1.

2. The term "volunteer director" shall have the same definition as set forth in Section 110 (2) of the MNCA, as the same presently exists or may hereafter be amended.

3. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the TRC 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 the directors shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

(Article II continued on Page 4)

I, (We), the incorporator(s) sign my (our) name(s) this 8 day of May, 2009.

Dave Foerster  
[Signature]  
Joe Pann  
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## Article II (Continued from Page 3)

### D. Indemnification of Officers, Directors, Employees and Agents:

1. Indemnification of the Directors and Officers: Claims by Third Parties. The TRC shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative and whether formal or informal, other than an action by or in the right of the TRC, by reason of the fact that he or she is or was a director, officer employee or agent of the TRC, or is or was serving at the request of the TRC as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
2. Indemnification of Directors and Officers: Claims Brought by or In the Right of the TRC. The TRC shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the TRC to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee or agent of the TRC, or is or was serving at the request of the TRC as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the TRC or its members. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the TRC unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

### E. Liability:

1. The TRC assumes all liability to any person other than the TRC or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties.
2. To the fullest extent permitted under section 209 (e) of the Michigan Nonprofit Corporation Act (the MNCA) as the same presently exists or may hereafter be amended, the TRC assumes the liability of all acts or omissions of a volunteer director, volunteer officer or other volunteers if all of the following are met:
  - (i) The volunteer was acting or reasonably believes 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 act;
  - (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, Art. No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

- ### F. Dissolution of Organization: Upon the dissolution of the Two Rivers Coalition, Inc., 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 Government, or to a State or Local Government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Van Buren County or the Circuit Court in which County the principal office of the Corporation is then located, exclusively for such purposes of the corporation and/or to such organization or organizations that are similar to the purpose of this organization as said Court shall determine provided that it is for an exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Name of person or organization  
remitting fees:  
Dave Foerster

(269) 655-9100

Preparer's name and business  
telephone number:  
Dave Foerster

( 269 ) 655-9100

**INFORMATION AND INSTRUCTIONS**

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.  
  
Since this document will be maintained on electronic format, 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 Act 162, P.A. of 1982, 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(2) or III(3) 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. The dollar value and description must be included. If there is no real and/or personal property, write in "none".
6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If organized on a directorship basis the corporation may have members but they may not vote and corporate action is determined by the Board of Directors.
7. Article IV - A post office box may not be designated as the address of the registered office. If the address includes a suite number, add the name of the business at the suite number to ensure proper mail delivery.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. This document is effective on the date endorsed "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.
10. The Articles 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.
11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

FILING AND FRANCHISE FEE ..... **\$20.00**

To submit by mail:

Michigan Department of Labor & Economic Growth  
Bureau of Commercial Services  
Corporation Division  
P.O. Box 30054  
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle  
Okemos, MI  
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437.

**New expedited services beginning January 1, 2006.**

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and MICH-ELF.

**24-hour service - \$50 for formation documents and applications for certificate of authority.**

**24-hour service - \$100 for any document concerning an existing entity.**

**Same day service**

- **Same day - \$100 for formation documents and applications for certificate of authority.**  
**Same day - \$200 for any document concerning an existing entity**  
Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.
- **Two hour - \$500**  
Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.
- **One hour - \$1000**  
Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CS-901.