

83

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

Date Received

AC1

(FOR BUREAU USE ONLY)

NOV 15 2022

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

TranInfo:1 25200894-1 11/14/22  
Chk#: 20809 Amt: \$10.00  
ID: 800868917

**FILED**

**NOV 23 2022**

EFFECTIVE DATE:

ADMINISTRATOR  
CORPORATIONS DIVISION

Name Kevin Kelly Jr.		
Address 39000 1st Ave		
City Bloomingtondale, MI	State MI	ZIP Code 49026

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

**For use by Domestic Profit and Nonprofit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

Allegan County 4-H Clubs

2. The identification number assigned by the Bureau is:

800868917

3. Article I, II, VII and VIII of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I: The name of this corporation is Camp Kidwell.

See attached Exhibit A for the amendments of ARTICLES II, VII, VIII and to add ARTICLES IX, X AND XI.

JA



**6. Nonprofit corporation only: Member, shareholder, or board approval**

The foregoing amendment to the Articles of Incorporation was duly adopted on the 25<sup>th</sup> day of October, 2022 by the (check one of the following)

**Member or shareholder approval for nonprofit corporations organized on a membership or share basis**

- members or shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the members, shareholders, or their proxies 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 members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members, shareholders, or their proxies entitled to vote in accordance with Section 407(3) of the Act.

**Directors (Only if the Articles state that the corporation is organized on a directorship basis)**

- directors at a meeting in accordance with Section 611(3) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 4<sup>th</sup> day of November, 2022

By Ray Lackey  
(Signature of an officer)

Ray Lackey, President  
(Type or Print Name) (Type or Print Title)

## EXHIBIT A

### ARTICLE II

The corporation is organized and its general purpose is to receive and administer funds exclusively for charitable and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code. The specific purposes for which the corporation is organized are to perpetuate the continued success of Camp Kidwell, support other youth programs, such as OnPoint(formally Allegan County Mental Health), Van Buren County Mental Health, Michigan State University Extension 4-H Youth Programs, and support other youth programs. The mission of the corporation is to provide extraordinary camping opportunities for youth and to be a resource to youth, families, 4-H, schools, groups and organizations throughout the region.

The corporation will have the power to buy, lease or acquire, hold and control as owner or otherwise, and to pledge, mortgage and dispose of any interest in any real or personal property necessary, convenient or proper in the conduct of its business; to sell or dispose of any or all of its property or assets; to erect, construct or acquire any interest in or operate any buildings, facilities or machinery necessary or incident to carrying out of its objects, purposes and mission. In general, the corporation will carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan, and will have all of the powers conferred upon non-profit corporations by the laws of the State of Michigan.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity or have any purpose that is not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Code and related legislation and regulations as they now exist or may hereafter be amended. No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

### ARTICLE VII

#### Duration

The term of the corporate existence is perpetual.

### ARTICLE VIII

#### Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to Michigan State University, its successors or assigns, to be used in the County of Allegan in furtherance of 4-H Club projects, or in the event such distribution cannot be effected for any reason then such distribution shall be to such other organizations or units of government as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Allegan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed. The corporation shall be dissolved after all its property has been so distributed.

**ARTICLE IX**  
**Limitation of Director's and Volunteer Officer's Liability**

A director or volunteer officer shall not be personally liable to the corporation 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:

1. the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
2. intentional infliction of harm on the corporation or its member;
3. a violation of Section 551 of the Michigan Nonprofit Corporation Act;
4. an intentional criminal act; or
5. a liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act.

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or volunteer officer, then a director or volunteer officer (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any director or volunteer officer of the corporation for or concerning any act or omission of such director or officer occurring before such amendment, alteration, modification or repeal.

The above limitation of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

**ARTICLE X**  
**Assumption of Liability for Acts of Volunteers**

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such. The corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer, if all of the following conditions are met:

1. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. the volunteer was acting in good faith;
3. the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. the volunteer's conduct was not an intentional tort; and
5. 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 by Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or concerning any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

The above limitation of liability will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.

**ARTICLE XI**  
**Indemnification of Directors and Officers**

The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any act or omission that occurs before the change.

The above indemnity will not apply to the extent it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code.