

**Articles of Incorporation
of the Westra Bye Memorial Art Foundation
NON-PROFIT
(DOMESTIC - MICHIGAN)**

***Article I
Name***

The name of the corporation is: **Westra Bye Memorial Art Foundation.**

***Article II
Purpose***

The purpose or purposes for which the corporation is formed are:

1. The Corporation is a non-profit corporation organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States federal tax code.

2. The specific purpose of the Corporation is to provide financial and educational support to Grand Haven Area Public School (GHAPS) students who pursue visual arts opportunities outside of the GHAPS curriculum and/or outside of the GHAPS financial obligations for providing visual arts opportunities to students enrolled at GHAPS. The Corporation may engage in any and all lawful activities which may become necessary or reasonable in connection with the forgoing purposes.

***Article III
Organization-Finance***

1. The Corporation is formed upon a ***non-stock basis***.
2. If formed on a nonstock basis, the description and value of its real property assets are: None
3. The description and value of its personal property assets are:
Cash and deposit accounts valued at \$1,824.95 as of November 12, 2018.
4. The corporation is to be financed under the following general plan:
The corporation shall be funded by private and government grants, contributions from individuals, businesses, governmental units, and other organizations; and solicitations of charitable gifts from the public, and other permissible means, all as allowed and qualifying under Section 501(c)(3) of the Internal Revenue Code.
5. The Corporation is formed on a directorship basis.

Article IV
Appointment of Registered Agent

The name of the registered agent at the registered office is:
Irene Sipe

The address of its registered office in Michigan is:
17001 Ferris Street, Grand Haven, Michigan 49417

Article V
Incorporators

The names and addresses of the incorporators are as follows:

Name:	Residence or Business Address
Martha Alexander	181 Grand Ave., Grand Haven, MI 49417
Valerie Boet	14352 Woodhaven Ct., Grand Haven, MI 49417
Stacy Broas	15066 Rich St., West Olive, MI 49460
Kathy Bye	16053 Delta View Dr., Grand Haven, MI 49417

Cyndi Casemier	13489 Redbird, Grand Haven, MI 49417
Sheryl L. Greene	12550 128th Ave. Grand Haven, MI 49417
Gail Krug	11875 Juniper Hills Ct., Grand Haven, MI 49417
Susan McElfish	1118 Anthony Drive, Norton Shores, MI 49441
Bethany Reid	1513 Meadow Lane, Grand Haven, MI 49417
Karl Rowe	215 S 4th St., Grand Haven, MI 49417
Julie Sanford	16606 Taft Rd, Spring Lake, MI 49456
Irene Sipe	14747 Pepperidge Ave., Grand Haven, MI 49417
Troy Wells	1129 Creekside Drive, Allendale, MI 49401

ARTICLE VI
Governance/Board of Director

The Corporation is formed on a directorship basis and shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors as defined in the Corporation's Bylaws. The board shall be self-perpetuating and the manner in which Directors shall be elected or appointed shall be provided in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as Initial Directors until their successors are elected and qualified are:

President: Sheri Greene	12550 128th Ave. Grand Haven, MI 49417
Vice President: Martha Alexander	181 Grand Ave., Grand Haven, MI 49417
Treasurer: Valerie Boet	14352 Woodhaven Ct., Grand Haven, MI
49417	
Secretary: Gail Krug	11875 Juniper Hills Ct., Grand Haven, MI 49417

ARTICLE VII
CONFLICTS IN GOVERNANCE DOCUMENTS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation. The Bylaws shall govern the operation of the Corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling. In case of a conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws adopted by the Corporation, the terms and provisions of the Articles shall govern and control.

ARTICLE VIII
Amendments

Any amendment to the Articles of Incorporation shall be adopted by a minimum of two-thirds ($\frac{2}{3}$) of the Board of Directors.

ARTICLE IX

NON-PROFIT NATURE-ACTIVITIES CONSISTENT WITH TAX EXEMPT STATUS

1. The property of the Corporation is irrevocably dedicated to its charitable purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors/trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporations exempt purposes consistent with these Articles.

2. Notwithstanding any other provision of these articles, 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, or the 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 the corresponding section of any future federal tax code.

ARTICLE X

PROHIBITION AGAINST POLITICAL ACTIVITIES

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) any political campaign on behalf of or in opposition to any candidate for public office either directly or indirectly, nor engage in any political activities that would be inconsistent with the requirements for maintaining tax-exempt status under Internal Revenue Code 501(c)(3) and related regulations, rulings, and procedures.

ARTICLE XI

LIMITATION OF PERSONAL LIABILITY

To the fullest extent as protected under the law, including as authorized by the Michigan Nonprofit Corporation Act and this Corporation's Bylaws, no officer or director of this

Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

ARTICLE XII

Duration

The period of duration of the Corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the Corporation be dissolved.

ARTICLE XIII

DISSOLUTION

The voluntary or involuntary dissolution of the Corporation shall be in accordance with the provisions of Chapter 8 of the Michigan Nonprofit Corporation Act, 1982 P.A. 162, as amended (MCLA 450.2801, et seq.).

After having satisfied all legal obligations of the Corporation, the remaining assets shall be disposed of by distribution to government and/or entities deemed most likely to honor the original purposes of the Westra Bye Memorial Art Foundation, provided that such organizations qualify for tax-exempt status under Internal Revenue Code 501(c)(3), or the corresponding section of any future federal tax code, and qualify under the laws of the State of Michigan to receive distributions from non-profit corporations.

The organization to receive the assets of the Corporation shall be selected by the discretion of a majority of the managing body of the Corporation. If an agreement is not reached, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within Ottawa County, Michigan.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the

distribution of its assets lawfully available for distribution to the Treasurer of the State of Michigan to be added to the general fund.

Signed November 12, 2018 by incorporators.