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Det Mr. Kelly

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES BUREAU OF CORPORATE SERVICES		
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**RESTATED ARTICLES OF INCORPORATION
OF THE
COMMUNITY FOUNDATION OF ST. CLAIR COUNTY**

JUL 01 2002

Administrator
MI DEPT. OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is The Community Foundation of St. Clair County.
2. The identification number assigned by the Bureau is 757-082.
3. The only former name of the corporation is Port Huron District Foundation.
4. The date of filing the original Articles of Incorporation was November 20, 1944.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is the Community Foundation of St. Clair County.

ARTICLE II

The purposes for which the corporation is organized are as follows:

A. To operate as a community foundation receiving and accepting moneys and other properties, both real and personal, to be administered exclusively for charitable, educational, religious, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation (the "Code"), primarily in and for the benefit of the communities of St. Clair County, Michigan, including for such purposes:

1. To administer for charitable, educational, religious, scientific or literary purposes moneys and other properties donated to the corporation;
2. To distribute moneys or other property for such purposes in accordance with the terms of the gifts, grants, bequests and devises to the corporation not inconsistent with its purposes, as set forth in these Restated Articles of Incorporation, or in accordance with determinations made by the Board of Trustees pursuant to these Restated Articles of Incorporation; and
3. To distribute monies or other properties to qualified charitable, educational, religious, scientific or literary organizations or for charitable, educational, religious, scientific or literary purposes.

B. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE III

The corporation is organized on a nonstock directorship basis, without members.

The description and value of its real property assets are: None and the description and value of its personal property assets are: \$20,063,053. (The valuation of above assets was as of May 31, 2002). OFFICE EQUIPMENT, OFFICE FURNITURE, INVESTMENTS.

The corporation is financed under the following general plan: (a) gifts, grants, bequests, devises, and other contributions; (b) income from investments; and (c) any other source which may be available.

ARTICLE IV

The street address and mailing address of the registered office is 627 Fort Street, Port Huron, Michigan 48060.

The name of the resident agent at the registered office is Charles G. Kelly.

ARTICLE V

The Board of Trustees of the corporation shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these Articles of Incorporation or with the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of trustees of nonprofit corporations and in addition to the powers mentioned in and implied from Article II, the Board of Trustees shall have the power to borrow or raise money for corporate purposes, to issue bonds, note or debentures, to secure such obligations by mortgage or other lien upon any or all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliate or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

ARTICLE VI

A. The corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes as a nonprofit corporation. No trustee of the corporation shall have any title to or interest in the corporation property in his or her individual or private capacity and no

part of the net earnings of the corporation shall inure to the benefit of any trustee, officer, director or any private shareholder or individual.

B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Upon dissolution of the corporation, the property remaining after providing for debts and obligations of the corporation shall be distributed to that organization or those organizations described in Section 170(c)(1) or Section 170(c)(2) of the Code as may be designated by vote of a majority of the Board of Trustees of the corporation then in office.

ARTICLE VII

A. As used in this Article VII, the following terms shall have the meanings set forth below:

“Charitable Gift” means any gift, grant, bequest or devise to or for the benefit of the corporation (including the proceeds of sale of such gift, grant, bequest or devise and the assets, income and appreciation resulting from the investment and reinvestment of such gift, grant, bequest or devise made by the corporation or by any Fiduciary).

“Fiduciary” means (i) any trustee, agent, investment advisor, investment manager, custodian or other person holding, administering or investing a Charitable Gift on behalf of the corporation; and (ii) any member of the governing body or officer of a nonprofit corporation or other entity created or operating for the purpose of supporting the corporation or carrying out its purposes.

“Gift Instrument” means (i) a deed, trust agreement, last will and testament, bill of sale, assignment or other conveyance, agreement or instrument making or governing the terms of a Charitable Gift; (ii) the articles of incorporation, bylaws or other governing documents of any nonprofit corporation or other entity created or operating for the purpose of supporting the corporation

or carrying out its purposes; and (iii) the terms of any solicitation by the corporation from which a Charitable Gift resulted.

“Restriction” means any limitation imposed by the donor in a Gift Instrument or arising as the result of any solicitation by the corporation which in any way (i) specifies or restricts the charitable, educational, religious, scientific or literary purposes of the corporation for which the Charitable Gift may be used; (ii) requires that the corporation distribute all or part of a Charitable Gift to one or more other public bodies or organizations formed for charitable, educational religious, scientific or literary purposes; (iii) creates an endowment fund or otherwise limits the amount of the principal or income from a Charitable Gift that may be expended by the corporation during any period; or (iv) specifies or limits the way in which the Charitable Gift may be invested.

B. Except to the extent specifically otherwise provided in the Gift Instrument governing a particular Charitable Gift which has been accepted by the Board of Trustees of the corporation:

1. The Board of Trustees, by a resolution approved by a majority of the trustees then in office, may modify or eliminate any Restriction if, in the sole judgment and discretion of the Board of Trustees, the Restriction has become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of those in the area served by the corporation or with the charitable purposes of the corporation; provided, however, that the preceding shall not authorize the Board of Trustees of the corporation to use any Charitable Gift or other property of the corporation in a manner inconsistent with the purposes set forth in Article II of these Restated Articles of Incorporation.

2. The Board of Trustees may, by a resolution approved by a majority of the trustees then in office, remove any Fiduciary who, in the sole judgment and discretion of the Board of Trustees, has either breached his, her or its fiduciary duty under the laws of the State of Michigan or failed to preserve principal or to produce a reasonable return of net income or appreciation; provided,

however, that the Board of Trustees shall not remove a Fiduciary until it has provided reasonable notice (as determined by the Board of Trustees) to the Fiduciary and has provided the Fiduciary with an opportunity to meet with the Board of Trustees to discuss the concerns of the Board.

3. The Board of Trustees may appoint a successor to any Fiduciary removed pursuant to this Article VII and may fill the position of a Fiduciary which has become vacant for any other reason.

4. All Charitable Gifts received by the corporation creating an endowment fund or containing another Restriction on the amount of the principal or income from the Charitable Gift which may be expended by the corporation during any period shall be subject to Section 3 of the Michigan Uniform Management of Institutional Funds Act, MCL 451.1201 et seq., as amended from time to time or comparable provisions of any subsequent Michigan or federal legislation.

ARTICLE VIII

A. No member of the Board of Trustees of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), and no volunteer officer shall be personally liable to this corporation for monetary damages for a breach of the trustee's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a trustee or officer for any of the following:

1. A breach of the trustee's or officer's duty of loyalty to the corporation;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. A transaction from which the trustee or officer derived an improper personal benefit;

5. An act or omission of a trustee who is a volunteer director occurring before January 1, 1988 or an act or omission of a volunteer officer occurring before July 9, 1996;

6. An act or omission that is grossly negligent.

B. The corporation hereby assumes all liability to any person other than the corporation for all acts or omissions of a trustee who is a volunteer director as defined in the Act on or after January 1, 1988 incurred in the good faith performance of the trustee's duties as such; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

C. The corporation hereby assumes the liability for all acts or omissions of a volunteer officer and a volunteer serving on a committee of the corporation occurring after July 9, 1996 if all of the following are met:

1. The volunteer officer or committee member was acting or reasonably believed he or she was acting within the scope of his or her authority.

2. The volunteer officer or committee member was acting in good faith.

3. The volunteer officer's or committee member's conduct did not amount to gross negligence or willful and wanton misconduct.

5. The volunteer officer's or committee member's conduct was not an intentional tort.

6. The volunteer officer's or committee member'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.

D. If the Act is amended after filing these Restated Articles of Incorporation to authorize the further elimination or limitation of the liability of trustees or officers of nonprofit corporations, then the liability of members of the Board of Trustees and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article VIII, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to the effective date of any such amendment or repeal.

E. In the event of a conflict between the provisions of this Article VIII and applicable provisions of Article VI of these Restated Articles of Incorporation, the provisions of Article VI shall govern.

These Restated Articles of Incorporation were duly adopted on the 20th day of June 2002, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the members. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 20th day of June, 2002.

By: Franklin H. Moore, Jr.
FRANKLIN H. MOORE, JR.

Its: President