

RETURN TO:
Henry M. Grix, Esq.
38525 Woodward, Ste. 2000
Bloomfield Hills, MI 48304-2970
248-433-7548
hgrix@dickinsonwright.com

ARTICLES OF INCORPORATION
OF
THE COMMUNITY RENAISSANCE FUND
(A Michigan Nonprofit Corporation organized in support of
The Community Foundation of St. Clair County)

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended, the undersigned corporation executes the following Articles.

ARTICLE I

The name of this corporation is The Community Renaissance Fund (the "Foundation").

ARTICLE II

The Foundation is incorporated for the purpose of, and shall at all times be operated exclusively for, charitable, or other exempt purposes by acting for the benefit of, performing the functions of, or carrying out the charitable or other exempt purposes of the Community Foundation of St. Clair County (the "Community Foundation"), a Michigan nonprofit corporation classified as a tax-exempt public charity pursuant to Sections 501(c)(3), 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, all as contemplated and permitted by Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the "Code") including the following purposes:

(a) to solicit, receive, expend and administer funds to support the Community Foundation, expressly including, but not necessarily limited to, the Community Foundation's initiatives for community and/or economic development in St. Clair County, Michigan;

(b) to acquire, own, lease, administer and dispose of real and personal property exclusively for the accomplishment of the foregoing purposes;

(c) to receive contributions, gifts, devises and bequests and to hold, administer, and dispose of them exclusively for the accomplishment of the foregoing purposes;

(d) to catalyze the redevelopment of Port Huron, Michigan and the surrounding area through strategic partnerships, joint ventures, limited liability companies, or other nonprofit enterprises organized in conjunction with governmental and other section 501(c)(3) organizations;

(e) to create, control, manage and operate wholly owned subsidiary nonprofit corporations or limited liability companies as appropriate to further the purposes of the Foundation; and

(f) to engage in any and all lawful activities and to exercise any and all powers as may be necessary, incidental or helpful to the achievement of the foregoing purposes as the Board of Directors of the Foundation may determine to be appropriate and as are not forbidden by sections 501(c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan, except as otherwise restricted by these Articles.

ARTICLE III

1. Notwithstanding any other provision in these Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, (b) by an organization which has been classified as a supporting organization pursuant to Section 509(a)(3) of the Code, or (c) by an organization contributions to which are tax deductible pursuant to Section 170(c)(2) of the Code.

2. No part of the net earnings of the Foundation shall be distributed to, or inure to the benefit of, any director, officer or employee of the Foundation, contributor, private shareholder, or individual as prohibited by Section 501(c)(3) of the Code, except that the Foundation shall be empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the charitable purposes set forth in Article II.

3. No substantial part of the activities of the Foundation shall be to carry on propaganda or otherwise to attempt to influence legislation.

4. The Foundation 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.

5. No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance.

6. If the Foundation shall be or become a private foundation as that term is defined in Section 509 of the Code or to the extent the rules of Chapter 42 of the Code otherwise apply to the Foundation, the following restrictions shall apply:

(a) The Foundation shall not engage in any prohibited act of self-dealing as set forth in Code Section 4941.

(b) The income of the Foundation for each taxable year shall be held, administered and disposed of so as to not subject the Foundation to tax under Code Section 4942.

(c) The Foundation shall not retain excess business holdings as defined in Code Section 4943 so as to subject the Foundation to the excise tax on excess business holdings under Code Section 4943.

(d) The Foundation shall make no investments as described in Code Section 4944 which could subject the Foundation to the excise tax on prohibited investments.

e. The Foundation shall make no taxable expenditures as defined in Code Section 4945 which would subject the Foundation to the excise tax on such expenditures.

ARTICLE IV

1. The Foundation is organized on a non-stock basis.
2. The Foundation is organized on a directorship basis.
3. The description and value of the real and personal property of Foundation are:

Real Property	None
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Personal Property	None
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4. The Foundation is to be financed by gifts, grants, bequests, devises, and similar contributions, by the income and investment generated therefrom.

ARTICLE V

1. The location and the mailing address of the registered office of the Foundation is 516 McMorran Blvd., Port Huron, Michigan 48060.

2. The name of the initial resident agent at the registered office of the Foundation is:

RANDY D. MAIERS

ARTICLE VI

The Foundation shall have perpetual duration.

ARTICLE VII

1. Upon the dissolution or imminent termination of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all of the remaining assets of the Foundation to the Community Foundation, to be administered in accordance with the charitable or other exempt purposes of the Community Foundation. If the Community Foundation is not then an organization described in Sections 501(c)(3) and 501(a)(1) or 509(a)(2) of the Code, the Board of Directors shall distribute the assets of the Foundation to such other organization, or organizations, as the Board may determine, which are organized and operated exclusively for charitable purposes similar to and compatible with the purposes of the Foundation (expressly including, but not necessarily limited to, community and/or economic development in St. Clair County, Michigan) and qualify as an exempt organization, or exempt organizations, as the case may be, under Section 501(c)(3) and either Section 509(a)(1) or 509(a)(2) of the Code. If the Board of Directors fail to agree upon the proper organization or organizations within ninety days of the dissolution or imminent termination of the Foundation, any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Foundation is then located to such organization or organizations which are then described in Section 501(c)(3) and either Section 509(a)(1) or 509(a)(2) of the Code, as said Court shall determine, taking into account the purposes for which the Foundation was organized.

2. If the total market value of the assets of the Foundation shall be less than \$50,000 or less than such other amount as a majority of all of the Directors shall determine is economical to administer, the Directors are authorized to dissolve the Foundation and to distribute the remaining assets of the Foundation as provided in paragraph 1 of this Article VII.

ARTICLE VIII

1. Each Director of the Foundation shall be a "Volunteer Director" as that term is defined in Section 110(2) of the Michigan Nonprofit Corporation Act (the "Act") or any successor provision of similar import.

2. To the fullest extent permitted under Section 209(c) of the Act, a Volunteer Director of the Foundation shall not be personally liable to the Foundation for monetary damages for breach of the Volunteer Director's fiduciary duty. However, this provision does not eliminate or limit the liability of a Volunteer Director for any of the following:

- (a) a breach of the Volunteer Director's duty of loyalty to the Foundation;
- (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) of the Act;
- (d) a transaction from which the Volunteer Director derived an improper personal benefit;
- (e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or
- (f) an act or omission that is grossly negligent.

A Volunteer Director of the Foundation shall be personally liable for monetary damages for a breach of fiduciary duty as a Director to the Foundation only to the extent set forth in this Paragraph 2 of Article VIII.

3. To the fullest extent permitted under Section 209(d) of the Act, the Foundation assumes all liability to any person other than the Foundation for all acts or omissions of a Volunteer Director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the Volunteer Director's duties as such. A claim for monetary damages for a breach of a Volunteer Director's duty to any person other than the Foundation, shall not be brought or maintained against a Volunteer Director; but such a claim shall be brought or maintained instead against the Foundation, which shall be liable for the breach of the Volunteer Director's duty. Notwithstanding anything to the contrary immediately above, this Paragraph 3 shall apply and have force only if, and only as long as, the Foundation is exempt from Federal income tax pursuant to Section 501(c)(3) of the Code or is eligible to be exempt from Federal income tax pursuant to Section 501(c)(3) of the Code.

4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any Director of the Foundation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of Directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE IX

1. As used in this Article the term "Non-director Volunteer" shall have the same definition as set forth in the Act.

2. To the fullest extent permitted by the Act, the Foundation assumes the liability for all acts or omissions of the Foundation's Non-director Volunteers if all of the following are met:

(a) The Non-director Volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(b) The Non-director Volunteer was acting in good faith.

(c) The Non-director Volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(d) The Non-director Volunteer's conduct was not an intentional tort.

(e) The Non-director 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, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

3. It is the intention and purpose of this Article that by reason of the foregoing provisions a claim for monetary damages for a Non-director Volunteer's acts or omissions shall not be brought or maintained against a Non-director Volunteer but shall be brought and maintained against the Foundation.

4. Any repeal, amendment or modification of this Article shall not adversely affect any right or protection of a Non-director Volunteer of the Foundation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of Non-director Volunteers shall be eliminated or limited to the fullest extent permitted by the Act as amended.

ARTICLE X

1. Unless otherwise provided by law, these Articles of Incorporation, or the Bylaws of the Foundation, these Articles of Incorporation may be amended, repealed, or superseded by the majority vote of the Directors of the Foundation then in office and with the consent of a majority of the members of the Board of Directors of the Community Foundation.

2. The Foundation shall not voluntarily transfer all, or substantially all, of its assets to, nor shall the Foundation be merged or consolidated with, any other organization, nor shall the Foundation be voluntarily dissolved, other than as provided in these Articles of Incorporation, without the vote of a majority of the Directors of the Foundation then in office and with the consent of a majority of the members of the Board of Directors of the Community Foundation.

ARTICLE XI

The name and address of the Incorporator of the Foundation is:

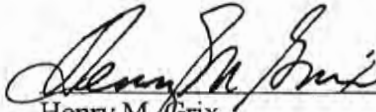
Name

Business Address

Henry M. Grix

38525 Woodward Avenue, Suite 2000
Bloomfield Hills, Michigan 48304-2970

IN WITNESS WHEREOF, the Incorporator of the Foundation has signed these Articles of Incorporation on this 14 day of September, 2004.


Henry M. Grix
Incorporator