



Form Revision Date 07/2016

ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

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

ARTICLE I

The name of the corporation is:

FRIENDS OF THE EAST LANSING SUMMER SOLSTICE JAZZ FESTIVAL

ARTICLE II

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

The Friends of the East Lansing Summer Solstice Jazz Festival will support production of an annual regional multi-stage outdoor jazz festival in the City of East Lansing to educate, enlighten, and entertain East Lansing area residents and visitors; to coordinate with other arts, cultural, and tourism organizations to promote cultural events in the East Lansing area and to promote tourism for the area; to solicit, collect, or otherwise raise money for such purposes and to expend, contribute, disburse or otherwise handle and disburse funds for such purposes; and in general to carry out any lawful purpose permitted in furtherance thereof by Act 162 and Section 501(c)(3) of the Internal Revenue Code. The corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

The Corporation is formed upon basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

none

The description and value of its personal property assets are (if none, insert "none"):

none

The corporation is to be financed under the following general plan:

Gifts, grants, and charitable contributions will be solicited from relevant governmental and community organizations and sponsors and the general public.

The Corporation is formed on a basis.

ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: GEORGE LAHANAS
 2. Street Address: 410 ABBOT ROAD
 Apt/Suite/Other:
 City: EAST LANSING
 State: MI Zip Code: 48823

3. Registered Office Mailing Address:
 P.O. Box or Street Address: 410 ABBOT ROAD

Apt/Suite/Other:

City: EAST LANSING

State: MI

Zip Code: 48823

ARTICLE V

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

Name	Residence or Business Address
GEORGE LAHANAS	410 ABBOT ROAD, EAST LANSING, MI 48823 USA

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

VII. THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF FIVE (5) MEMBERS, ONE OF WHOM SHALL BE THE CITY MANAGER, AS DETERMINED FROM TIME TO TIME BY THE CITY MANAGER, WHO SHALL EACH NORMALLY SERVE FOR A TERM OF THREE YEARS. THE APPOINTMENT OF SUBSEQUENT DIRECTORS SHALL BE MADE BY THE CITY MANAGER AT AN ANNUAL MEETING. A DIRECTOR MAY BE APPOINTED OR REAPPOINTED FOR A ONE (1), TWO (2), OR THREE (3) YEAR TERM, THE OBJECTIVE BEING INSOFAR AS PRACTICAL TO HAVE STAGGERED TERMS WHEREBY NO MORE THAN ONE-THIRD (1/3) OF THE DIRECTORS ARE REPLACED AT ANY ANNUAL MEETING.

ANY VACANCY OCCURRING IN THE BOARD OF DIRECTORS AND ANY DIRECTORSHIP TO BE FILLED BY REASON OF AN INCREASE IN THE NUMBER OF DIRECTORS BEYOND THOSE INITIALLY APPOINTED BY THE CITY MANAGER SHALL BE FILLED BY THE CITY MANAGER. AT LEAST THREE (3) MEMBERS OF THE BOARD SHALL BE CITY OF EAST LANSING EMPLOYEES APPOINTED BY THE CITY MANAGER. THE CITY MANAGER SHALL APPOINT THE REMAINING TWO (2) AT-LARGE MEMBERS.

VIII. ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT AN ANNUAL OR SPECIAL MEETING OF DIRECTORS, OR DIRECTORS' COMMITTEE MEETING, MAY BE TAKEN WITHOUT A MEETING, WITHOUT PRIOR NOTICE, AND WITHOUT A VOTE, IF A CONSENT IN WRITING, SETTING FORTH THE ACTION SO TAKEN, IS SIGNED BY ALL THE DIRECTORS.

IX. THE CORPORATION WILL AT ALL TIMES BE CONDUCTED AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE. THE CORPORATION WILL NOT CARRY ON ANY ACTIVITIES WHICH ARE NOT PERMITTED TO BE CARRIED ON BY (A) A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, (B) A CORPORATION ELIGIBLE TO RECEIVE TAX DEDUCTIBLE CONTRIBUTIONS UNDER SECTION 170(C) AND SECTION 2055, SECTION 2522 OR SECTION 2106 OF THE CODE, OR (C) A NONPROFIT CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF MICHIGAN PURSUANT TO THE ACT.

NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION MAY INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS; PROVIDED, HOWEVER, THAT THE CORPORATION IS AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS CHARITABLE PURPOSES.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION WILL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION. THE CORPORATION WILL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE AND WILL NOT PUBLISH OR DISTRIBUTE STATEMENTS RELATING TO POLITICAL CAMPAIGNS. 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.

X. EXCEPT AS OTHERWISE PROVIDED BY LAW, A VOLUNTEER DIRECTOR OR VOLUNTEER OFFICER OF THE CORPORATION IS NOT PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF THE DIRECTOR'S OR OFFICER'S FIDUCIARY DUTY.

THE CORPORATION ASSUMES 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 HIS OR HER DUTIES AS A DIRECTOR OTHER THAN LIABILITY FOR EXCISE TAXES IMPOSED UNDER CHAPTER 42 OF THE CODE AND LIABILITY RESULTING FROM CLAIMS ARISING UNDER STATE LAW FOR MISMANAGEMENT OF THE CORPORATION'S ASSETS.

THE CORPORATION ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER, OTHER THAN LIABILITY FOR EXCISE TAXES IMPOSED UNDER CHAPTER 42 OF THE CODE, PROVIDED:

- (A) THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY;
- (B) THE VOLUNTEER WAS ACTING IN GOOD FAITH;
- (C) THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL OR WANTON MISCONDUCT;
- (D) THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT; AND
- (E) THE VOLUNTEER'S CONDUCT WAS NOT A TORT ARISING OUT OF THE OWNERSHIP, MAINTENANCE OR USE OF A MOTOR VEHICLE AS DESCRIBED IN SECTION 209(E)(V) OF THE ACT.

X. UPON DISSOLUTION, ALL REMAINING ASSETS OF THE CORPORATION, AFTER PAYMENT OF ALL LIABILITIES AND OBLIGATIONS OF THE CORPORATION, SHALL BE CONVEYED TO THE CITY OF EAST LANSING, A MICHIGAN MUNICIPAL CORPORATION, OR TO SUCH OTHER ORGANIZATION OR ORGANIZATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, TO BE USED EXCLUSIVELY FOR EXEMPT PURPOSES SUCH AS CHARITABLE, EDUCATIONAL AND/OR SCIENTIFIC PURPOSE.

Signed this 14th Day of February, 2020 by the incorporator(s).

Signature	Title	Title if "Other" was selected
George Lahanas	Incorporator	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION

for

FRIENDS OF THE EAST LANSING SUMMER SOLSTICE JAZZ FESTIVAL

ID Number: 802417184

received by electronic transmission on February 14, 2020 ***, is hereby endorsed.***

Filed on February 20, 2020 ***, by the Administrator.***

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



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 20th day of February, 2020.

Linda Clegg

Linda Clegg, Interim Director

Corporations, Securities & Commercial Licensing Bureau