

**ARTICLES OF INCORPORATION
OF
GOODRICH ENRICHMENT, ACTIVITIES & REVITALIZATION, INC.
("G.E.A.R."), A NONPROFIT CORPORATION**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the Act), as amended, corporation executes the following articles:

ARTICLE I – NAME OF CORPORATION

The name of the Corporation is Goodrich Enrichment, Activities & Revitalization, Inc. ("G.E.A.R.").

ARTICLE II - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes with a mission to inspire and nurture a philanthropic legacy for civic connection, enrichment and educational opportunities within the community by fostering a vision for the improvement, development, maintenance, operation, preservation, study and acquisition of parks, gardens, woodlands and wetlands, and their associated lands, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code that can and will advance the purposes of the corporation.

ARTICLE III – DIRECTORSHIP; ASSETS AND FUNDING PLAN

The corporation is organized on a directorship basis. The corporation possesses the following assets:

Real property: None

Personal property: None

The corporation is to be financed under the following general plan: cash and non-cash donations through various fundraising activities as well as fees charged for services that may be rendered by the Directors for the benefit of another civic or charitable organization, to the extent allowed by law.

ARTICLE IV – REGISTERD OFFICE; RESIDENT AGENT

The address of the initial registered office is: 9408 Fair Oaks Drive, Goodrich, MI 48438.
The mailing address of the initial registered office is: 9408 Fair Oaks Drive, Goodrich, MI 48438.

The name of the initial resident agent at the registered office is Marisa Swartz.

ARTICLE V – INCORPORATORS

The names and addresses of the incorporators are as follows:

Names of Incorporators	Addresses of Incorporators
Marisa Swartz	9408 Fair Oaks Drive, Goodrich, MI 48438
Katherine Vick	9341 Green Road, Goodrich, MI 48438
Timothy Barraco	8352 Meadow Creek Road, Goodrich, MI 48438
Nicole Ramos	8351 Fair Oaks Drive, Goodrich, MI 48438
Toni Yaklin	10355 Valley Creek Drive, Goodrich, MI 48438
Michelle Smith	10137 Creekside Road, Goodrich, MI 48438
Crystal Chapa	4503 Gregory Road, Goodrich, MI 48438

ARTICLE VI – CORPORATE ACTION, CONSENT AND VOTING RIGHTS

Any action required or permitted by the Act to be taken at an annual or special meeting of the Directors may be taken without a meeting, prior notice, or a vote if a consent in writing setting forth the action so taken is signed by the Directors or their proxies having not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all Directors entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to Directors who have not consented in writing.

ARTICLE VII - CORPORATE NET EARNINGS; ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from

federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code.

**ARTICLE VIII - DEDICATION OF ASSETS;
DISTRIBUTION ON DISSOLUTION**

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

**ARTICLE IX – LIABILITY OF VOLUNTEER DIRECTORS AND OFFICERS;
GOOD FAITH RELIANCE ON PERFORMANCE**

No member of the Board of Directors of the Corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the Act), or a volunteer officer shall be personally liable to this Corporation for money damages for any action taken or any failure to take 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;
3. a violation of section 551 of the Act;
4. an intentional criminal act; or
5. a liability imposed under section 497(a) of the Act.

The Corporation assumes all liability to any person, other than the corporation itself, for all acts or omissions of a director or a volunteer officer incurred in the good-faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit

corporations, the liability of members of the board of directors or officers, in addition to that described in this Article IX, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE X – LIABILITY FOR ACTS OF VOLUTEERS

The corporation assumes the liability for all acts or omissions of a 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.
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 under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

These Articles of Incorporation are signed by the incorporators on ~~December 24, 2017.~~ ^{MS} January 2018

/s/ Marisa Swartz
Marisa Swartz, Incorporator

/s/ Katherine Vick
Katherine Vick, Incorporator

/s/ Timothy Barraco
Timothy Barraco, Incorporator

/s/ Nicole Ramos
Nicole Ramos, Incorporator

/s/ Toni Y.
Toni Yaklin, Incorporator

/s/ Michelle Smith
Michelle Smith, Incorporator

/s/ Crystal Chapa
Crystal Chapa, Incorporator