

OCT 25 1988

AMENDED & RESTATED
ARTICLES OF INCORPORATION

CID No. 763-201

FILED

NOV 7 1988

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended, the undersigned corporation executes the following Amended and Restated Articles of Incorporation for the Berrien Community Foundation, Inc. whose original Articles of Incorporation were filed on November 6, 1952:

ARTICLE I.

The name of the corporation is Berrien Community Foundation, Inc.

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows: To take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any moneys, funds, or property, real personal or mixed, for the preservation of objects of historical or natural interest, or for religious, eleemosynary, philanthropic or benevolent purposes, or for public welfare, with full power to use and dispose of any such funds and property for the purposes aforesaid.

ARTICLE III.

The corporation is organized upon a nonstock basis.
The description and value of its real property assets are:

None

and the description and values of its personal property assets are:

Cash and securities: approximately \$2,500,000.00

Said corporation is to be financed under the following general plan: By contributions of funds and property by groups, individuals or Corporations, desiring to contribute for the purpose for which the Corporation is formed.

The corporation is organized on a membership basis.

ARTICLE IV.

The term of the corporate existence is perpetual.

ARTICLE V.

Members may be admitted to this Corporation in the following manner: A person to be qualified for membership must be 18 years of age and shall be elected by the unanimous vote of the Trustees present at either an annual meeting or a special meeting called for that purpose. The members of the Foundation shall be such number of members as may be elected from time to time, but not less than ten (10) members.

ARTICLE VI.

1. The Board of Trustees shall have the power

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the County of Berrien, State of Michigan.

(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Michigan; and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Trustees) return of net income (or appreciation when not inconsistent with this community trust's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Trustees).

2. In determining whether there is reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of paragraph 1 of this Article,

(a) there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

3. If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of paragraph 1 of this Article with respect to any fund, the Board of Trustees shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before

exercising the power granted to the Board of Trustees under subparagraphs (b) or (c) of Paragraph 1 of this Article, the Board of Trustees may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Michigan. The Board of Trustees shall exercise a power described in this Article only upon the vote of a majority of the members of the Board of Trustees.

4. Upon the exercise of the power under subparagraphs (b) or (c) of Paragraph 1 of this Article to replace any participating trustee, custodian, or agent, the Board of Trustees shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

ARTICLE VII.

Each Trustee shall be a Volunteer Trustee as defined in Section 110(2) of 1982 P.A. 162, as amended, and, as such, shall not receive anything of value from the Corporation for serving as a Trustee other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE VIII.

A Volunteer Trustee of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the trustee's fiduciary duty. This provision shall not eliminate or limit the liability of a trustee for any of the following:

1. A breach of the trustee's duty of loyalty to the Corporation or its members.
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 said Act.

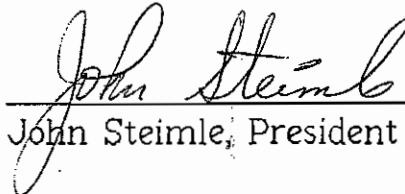
4. A transaction from which the trustee derived an improper personal benefit.
5. An act or omission occurring before the date of filing of this Amendment to the Articles of Incorporation.
6. An act or omission that is grossly negligent.

ARTICLE IX.

The Corporation shall assume all liability to any person other than the Corporation or its members for all acts or omissions of a Volunteer Trustee occurring after the date of filing of this Amendment to the Articles of Incorporation.

These Amended and Restated Articles of Incorporation were duly adopted in accordance with Sections 611(2) and 642 of the Act by the vote of the members. The necessary votes were cast in favor of the Amended and Restated Articles of Incorporation.

Signed this 24 day of October, 1988.



John Steimle, President