

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**

**FILING ENDORSEMENT**

**This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION**

**for**

**FRIENDS OF THE RAMSDELL**

**ID NUMBER: 748534**

**received by facsimile transmission on July 20, 2015 is hereby endorsed.**

**Filed on July 21, 2015 by the Administrator.**

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



*Sent by Facsimile Transmission*

**In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21st day of July, 2015.**

A handwritten signature in black ink, appearing to read "Alan J. Schefke".

**Alan J. Schefke, Director  
Corporations, Securities & Commercial Licensing Bureau**

CSCL/CD-515 (Rev. 1/15)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

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

Name

George V. Saylor, III

Address

414 Water Street

City

State

ZIP Code

Manistee, MI 49660

EFFECTIVE DATE:

 Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office. 

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

For use by Domestic Profit and Nonprofit Corporations  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:

Friends of the Ramsdell

2. The identification number assigned by the Bureau is:

748-534

3. Article VI of the Articles of Incorporation is hereby amended to read as follows:

The size and method of election of the Board of Directors of the corporation shall be specified in the Bylaws.

**6. Nonprofit corporation only: Member, shareholder, or board approval**

The foregoing amendment to the Articles of Incorporation was duly adopted on the 7th day of July, 2015 by the (check one of the following)

**Member or shareholder approval for nonprofit corporations organized on a membership or share basis**

- members or shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the members, shareholders, or their proxies having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members, shareholders, or their proxies entitled to vote in accordance with Section 407(3) of the Act.

**Directors (Only if the Articles state that the corporation is organized on a directorship basis)**

- directors at a meeting in accordance with Section 611(3) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations	
Signed this <u>15</u> day of <u>July</u> , <u>2015</u>	
By <u>Edward Bradford</u> <small>(Signature of an officer)</small>	
<u>Edward Bradford</u> <small>(Type or Print Name)</small>	<u>Board Secretary</u> <small>(Type or Print Title)</small>

**FILED**

**FEB 05 2015**

ADMINISTRATOR  
CORPORATIONS DIVISION

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

**FEB 05 2015**

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

Tran Info: 1 20157903-2 02/03/15  
Chk#: 040727 Amt: \$10.00  
ID: 748534

Name

George V. Saylor, III

Address

414 Water Street

City

State

ZIP Code

Manistee, MI 49660

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

**For use by Domestic Profit and Nonprofit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

Friends of the Ramsdell

2. The identification number assigned by the Bureau is:

748-534

3. Article II of the Articles of Incorporation is hereby amended to read as follows:

The purpose or purposes for which the corporation is organized is to raise, receive and administer funds for the restoration, rehabilitation and operation of the Ramsdell Theatre and Hall in Manistee, Michigan, a Michigan and National Historic Building. The Ramsdell Theatre and Hall shall be the sole beneficiary of any contributions received by the Friends of the Ramsdell.

**6. Nonprofit corporation only: Member, shareholder, or board approval**

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by the (check one of the following)

**Member or shareholder approval for nonprofit corporations organized on a membership or share basis**

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

**Directors (Only if the Articles state that the corporation is organized on a directorship basis)**

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 19 day of January, 2015

By Nancy C. Lyon  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Nancy Lyon  
(Type or Print Name)

President  
(Type or Print Title)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES

Date Received (FOR BUREAU USE ONLY)

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

Tran Info: 15391337-1 11/19/09

CHK#: 031061 Amt: \$10.00

ID: 748534

**FILED**

NOV 20 2009

by Administrator  
Bureau of Commercial Services

Name Edward Bradford, CFO/Treasurer, City of Manistee		
Address 70 Maple Street, PO Box 358		
City Manistee	State Michigan	ZIP Code 49660

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

EFFECTIVE DATE:

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Ramsdell Theatre Restoration Project

2. The identification number assigned by the Bureau is: 748-534

3. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The Name of the Corporation is: Friends of the Ramsdell

Article VI of the Articles of Incorporation is hereby amended to read as follows:

The Board shall consist of five [5] members . The Board shall nominate successive Boards at the corporations annual meeting in accordance with the bylaws of the corporation, which Board will manage the affairs of the corporation.

Handwritten mark

C + S 102  
MAY 03 1993

748-534

932A#7455 0401 DRG&FI \$20.00

Michigan Department of Commerce  
Corporation and Securities Bureau

FILED

Effective Date

APR 01 1993  
Date Received

MAY 04 1993

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

Articles of Incorporation  
(Non-Profit Domestic Corporation)

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a non-profit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended, as follows:

Article I

The name of the corporation is the Ramsdell Theatre Restoration Project.

Article II

The purpose or purposes for which the corporation is organized is to raise, ~~in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan~~ to receive and administer funds for the restoration and rehabilitation of the Ramsdell Theatre and Hall in Manistee, Michigan, a Michigan and National Historic Building. The Ramsdell Theatre and Hall shall be the sole beneficiary of any contributions received by the Ramsdell Theatre Restoration Project.

Article III

The corporation is organized upon a Directorship/Non-Stock basis.

The amount of assets which said corporation possesses is:

- Real Property: None
- Personal Property: None

The corporation is to be financed under the following general plan: The corporation will solicit and receive by gift, bequest, and devise, real and personal property from various donors and, as assets are received, they shall be administered for the purposes hereinabove identified in Article II.

fc

**Article IV**

The address of the initial registered office is:

Ramsdell Theatre  
101 Maple Street  
P.O. Box 32  
Manistee, Michigan 49660

The name of the first resident agent at the registered office is:  
Denis Meikle

**Article V**

The names and addresses of the incorporators are:

<i>Name</i>	<i>Resident or Business Address</i>
Dave Vuylsteke	701 Mar-Lawn, Manistee, MI, 49660
Richard Schoenberger	212 Arthur Street, Manistee, MI, 49660
Denis Meikle	332 First Street, Manistee, MI, 49660
David Yarnell	603 Pine St., Manistee, MI, 49660

## Article VI

The names and addresses of the first Board of Directors are as follows:

<i>Name</i>	<i>Resident or Business Address</i>
William M. Anderson	P.O. Box 277, Scottville, MI 49454-0277
Ben Bifoss	70 Maple Street, Manistee, MI 49660
Roger Bruchan	411 First St., Manistee, MI 49660
Ruth Cooper	P.O. Box 32, Manistee, MI 49660
Joanne Dunbar	814 Tamarack Street, Manistee, MI 49660
Susan Futterer	75 Maple Street, Manistee, MI 49660
Vickers Hansen	503 Fourth Street, Manistee, MI 49660
Debra Kamrath	106 1/2 Sibben, Manistee, MI 49660
Charles Keil	532 Fourth St., Manistee, MI 49660
Denis Meikle/Treasurer	332 First Street, Manistee, MI, 49660
Hank Minster	609 Spruce St., Manistee, MI 49660
Barbara Ort-Smith	P.O. Box 292, Suttons Bay, MI 49682
Martha Paine	2240 Red Apple Road, Manistee, MI 49660
Dale Picardat	70 Maple, Manistee, MI 49660
Matt Pollard	375 River St., Manistee, MI 49660
Cal Pomeroy	375 Sixth St., Manistee, MI 49660
Richard Schoenberger/VP	212 Arthur Street, Manistee, MI, 49660
Harley Schumacher	372 W. Morris, Muskegon, MI 49440
Arthur D. Southerton	1862 Ramona Drive, Manistee, MI 49660
W. Thomas Stege	714 Harbor, Manistee, MI 49660
Ron Steinberg	325 Fourth St., Manistee, MI 49660
Vern Tarkowski	1754 Cherry Rd., Manistee, MI 49660
Dave Vuylsteke/President	701 Mar-Lawn, Manistee, MI, 49660
David Yarnell/Secretary	603 Pine St., Manistee, MI, 49660

## Article VII

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of

statements) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article VIII**

A volunteer director of the Corporation shall not be personally liable to the Corporation or its shareholders or members for monetary damages for breach of the volunteer director's fiduciary duty, except for liability:

- (1) For any breach of the volunteer director's duty of loyalty to the Corporation, its shareholders, or members;
- (2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
- (4) For any transaction from which the volunteer director derived an improper personal benefit;
- (5) For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce; and
- (6) For any acts or omissions that are grossly negligent.

The Corporation hereby assumes all liability to any person other than the Corporation or its shareholders or members, if any, for all acts or omissions of a volunteer director occurring on or after the date of this Article is filed by the Michigan Department of Commerce, incurred in the good faith performance of the director's duties as a volunteer director; 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 Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director of the Corporation (in addition to the limitations, eliminations, and assumption of personal liability contained in this Article) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation 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.

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

#### **Article IX**

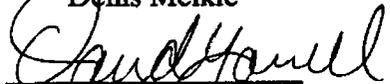
Provided such indemnification does not violate the status of the Corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, each person who is or was an officer of the Corporation or a member of the Board of Directors, and each person who serves or has served at the request of the Corporation as a director, officer, partner, trustee, employee, agent, or committee member of any other corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the Corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

We, the incorporators, do hereby affix our names this 15 day of APRIL, 1993.

  
Dave Vuylsteke

  
Richard Schoenberger

  
Denis Meikle

  
David Yarnell

**DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
INDICATED IN THE BOX BELOW. Include name, street and number  
(or P.O. box), city, state and ZIP code.**

CITY OF MANISTEE  
P O BOX 358  
MANISTEE MI 49660