

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

NORTH COUNTRY TRAIL ASSOCIATION, INCORPORATED

ID NUMBER: 891391

received by facsimile transmission on May 8, 2014 is hereby endorsed.

Filed on May 9, 2014 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.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of May, 2014.

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

Sent by Facsimile Transmission

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
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Name Jaron J. Nyhof - Warner Norcross & Judd LLP	
Address 85 East Eighth Street, Suite 310	
City	State Zip Code
Holland	MI 49423
Effective Date:	

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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

1. The present name of the corporation is: North Country Trail Association, Incorporated.
2. The identification number assigned by the Bureau is: 891391.
3. All former names of the corporation are: The North Country Trail Association, Incorporated.
4. The date of filing the original Articles of Incorporation was: May 19, 1981.

The following Amended and Restated Articles of Incorporate supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

Name

The name of the corporation is North Country Trail Association.

ARTICLE II

Purposes and Powers

The purposes for which the corporation is formed and the powers which it may exercise are as follows:

To further the protection and development of the North Country National Scenic Trail by encouraging public support and enjoyment of the trail, and by coordinating and assisting in the related efforts of volunteers, organizations and agencies;

To preserve and restore the natural, scenic, and historic resources of the trail and its adjacent lands in order to enhance the enjoyment of and educational opportunities for trail users;

To solicit, collect, receive and administer funds exclusively for such charitable, educational and scientific purposes as permitted for organizations defined in section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code;

To make distributions to 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;

To take and to hold by devise, gift, purchase or lease for any of the above purposes any property, real, personal or mixed, without limitation to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the directors' judgment will best promote its objectives and purposes, without limitations except such, if any, as may be contained in instruments under which such property is conveyed to the corporation; and

To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise, but no other power.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or 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 (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.

ARTICLE III

Form of Organization, Assets and Financing

The corporation is organized on a nonstock basis.

The description and value of its real property assets are:

Real Property:	White Cloud Schoolhouse	\$20,000
	3962 North Felch	
	White Cloud, Michigan 49349	

The description and value of its personal property assets are:

Personal Property:	Cash, receivables, prepaid expenses, inventory, investments and equipment, net	\$317,467
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(The valuation of the above assets was as of December 31, 2013.)

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

The general plan under which the corporation is to be financed is by contribution of funds and property from individuals and organizations and through cooperative funding agreements with government agencies for its purposes as stated in these Articles and for no other purpose, and by receipts from the sale of goods and the performance of services related to the corporation's charitable and educational purposes.

The corporation is organized on a directorship basis.

ARTICLE IV

Registered Office and Resident Agent

The street address (which is the mailing address) of the corporation's registered office is 229 E Main St, Lowell, Michigan 49331. The name of the resident agent at the registered office is Bruce E. Matthews.

ARTICLE V

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 Article II hereof. Upon the dissolution of the corporation, assets shall be distributed at the discretion of its directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 VI

Limitation of Volunteer Director's and Officer's Liability

A volunteer director or officer shall not be personally liable to the corporation for monetary damages for a breach of the director's or officer's fiduciary duty, except that a volunteer director's or officer's liability is not limited for:

- (1) a breach of the director's or officer's duty of loyalty to the corporation;
- (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 the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized distributions or loans;
- (4) a transaction from which the director or officer derived an improper personal benefit; or
- (5) an act or omission that is grossly negligent.

Provisions of this Article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended Article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director or officer, then a volunteer director or officer (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation. No amendment or repeal of this Article shall increase the liability or alleged liability of any volunteer director or officer for or with respect to any acts or omissions of such director or officer occurring before such amendment or repeal.

ARTICLE VII

Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director, officer or other 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; and
- (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 as provided by Section 3135 of the Michigan Insurance Code of 1956.

No amendment or repeal of this Article shall reduce the scope of the corporation's assumption of liability under this Article for or with respect to any volunteer's acts or omissions that occur before such change. Provisions of this Article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended Article was adopted.

ARTICLE VIII

Indemnification of Directors and Officers

The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers to the extent authorized by the Michigan Nonprofit Corporation Act, the corporation's bylaws, resolution of the board of directors, or by contractual agreement authorized by the board of directors. A change in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

ARTICLE IX

Compromise Between Corporation and Creditors

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between the corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor thereof, or on

application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on the corporation.

ARTICLE X

Action by Written Consent

Any action required or permitted by the Michigan Nonprofit Corporation Act, these Articles, or the bylaws of the corporation to be taken under authorization voted at a meeting of the board of directors or a committee of the board may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

An electronic transmission consenting to an action transmitted by a director shall be considered written, signed, and dated if the electronic transmission is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted by the director and (b) the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed. A consent given by electronic transmission is not delivered until it is received by the secretary of the corporation or any other designated officer of the corporation.

ARTICLE XI

Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

* * *

These Amended and Restated Articles of Incorporation were duly adopted on the 26th day of April, 2014, in accordance with the provisions of Section 642 of the Act. These Amended and Restated Articles of Incorporation restate, integrate, and do further amend the provisions of

the Articles of Incorporation, and were duly adopted by the directors. The necessary number of votes were cast in favor of these Amended and Restated Articles of Incorporation.

Signed this 26 day of April, 2014,

By Thomas F. Moberg
Thomas Moberg, President

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