



# **ARTICLES OF INCORPORATION OF THE ORANGE ALLIANCE**

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

## **ARTICLE I**

Name

The Name of the corporation is: The Orange Alliance

## **ARTICLE II**

Purpose

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

The Corporation is formed exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future United States Internal Revenue law.

To inspire and excite students of primary, secondary and post-secondary education about science, technology, engineering and math (STEM) through the creation and management of technology services for science, technology, engineering and math (STEM) programs.

## **ARTICLE III**

Finance

The corporation is formed upon a Nonstock basis. The amount of assets the Corporation possesses is as follows:

Real property – none

Personal property – none

The Corporation is to be financed according to the following general plan: contributions, payments, and grants from individuals and organizations, and other sources that may be available.

The Corporation is organized on a directorship basis.

#### **ARTICLE IV**

##### **Resident Agent**

The name of the resident agent at the registered office is: Alexander M. Fera

The address of its registered office in Michigan is: 3836 Yorkland Dr. NW. Apt. 7, Comstock Park, MI 49321

#### **ARTICLE V**

##### **Incorporators**

The names and addresses of the incorporators are as follows:

- Alexander M Fera, 3836 Yorkland Dr. NW Apt. 7, Comstock Park, MI 49321
- Kyle Flynn, 744 Harvey St., Petoskey, MI, 49770

#### **ARTICLE VI**

##### **Activities Not Consistent With Tax Exempt Status**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

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 VII**

### **Indemnification of Directors & 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 both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. Subsequent changes in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws, that reduces the scope of indemnification shall not be interpreted as applying retroactively to actions or omissions that may have occurred prior to such changes.

## **ARTICLE VIII**

### **Limitation of Personal Liability for Directors or Volunteer Officers**

A director or volunteer officer shall not be liability to the corporation, its shareholders, or its members for money damages for any action taken or any failure to take any 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, its shareholders, or members;
3. A violation of Section 551 of the Michigan Nonprofit Corporation Act;
4. An intentional criminal act;
5. A liability imposed under section 497(a) of the Michigan Nonprofit Corporation Act.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or volunteer officer, then a director or volunteer officer of the corporation (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, not be liable to the corporation or its members, as so amended. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, alteration, modification or repeal.

## **ARTICLE IX**

### **Assumption of Liability for Acts of Volunteers**

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after the formal adoption of these Articles and incurred in the good faith performance of the volunteer director's duties. Except as provided in the previous sentence, the corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer 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.

## **ARTICLE X**

### **Conflicts In Governance Documents**

In case of a conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws adopted by the Corporation, the terms and provisions of the Articles shall govern and control.

## **ARTICLE XI**

### **Dissolution**

The voluntary or involuntary dissolution of the Corporation shall be in accordance with the provisions of Michigan Act 162 of 1982, Chapter 8.

Upon the dissolution of the corporation and vote of the board of directors, assets shall be distributed 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.

We, the incorporators of The Orange Alliance, hereby execute and sign these Articles of Incorporation on this 23rd day of September, 2018.

---

Alexander M Fera

---

Kyle Flynn