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MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU									
<p>FILED</p> <p>NOV 21 1994</p> <p>Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau</p>					Date Received				
					NOV 21 1994				
CORPORATION IDENTIFICATION NUMBER			7	2	9	—	8	9	5

**ARTICLES OF ASSOCIATION
OF
FIRST NETHERLANDS REFORMED CONGREGATION**

We, the undersigned, desiring to become incorporated under the provisions of Act 327 of the Public Acts of the State of Michigan for the year 1931, as amended, adopt the following Articles of Association:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation (church) is **FIRST NETHERLANDS REFORMED CONGREGATION.**

**ARTICLE II
LOCATION**

The location of the church shall be in the County of Kent, State of Michigan. The street address and mailing address of the registered office of the church shall be 1261 Beckwith, NE, Grand Rapids, Michigan, 49505. The name of the resident agent at the registered office is **JACOB VANDYKE.**

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ARTICLE III
PURPOSES AND FUNDAMENTAL PRINCIPLES

This church is a nonprofit, ecclesiastical corporation organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). This church is a member church of the Netherlands Reformed Congregations of the United States and Canada and recognizes the following as the fundamental principles of doctrine and government: (1) The Bible as the inspired and infallible Word of God and the only rule for faith and life, and (2) the forms of unity of the Netherlands Reformed Congregations of the United States and Canada, namely: The Belgic Confession, The Heidelberg Catechism, and the Canons of Dort.

The church 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. This church has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the church shall inure to the benefit of its members, consistory members or officers. However, the church shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III.

No substantial part of the activities of this church shall be the carrying on of propaganda or otherwise attempting to influence legislation. This church shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE IV
CHURCH GOVERNANCE

The ecclesiastical government of the church shall be conducted in accordance with the Church Order of the Netherlands Reformed Congregations of the United States and Canada (the "Church Order") as adopted or revised by the Synod of the Netherlands Reformed Congregations of the United States and Canada (the "Synod").

The consistory of this church, as defined under the Church Order, shall constitute the Board of Trustees and shall have all powers over the temporalities of this church prescribed by Michigan law and the Church Order.

Any person elected to the office of elder or deacon according to the Church Order and the pastor(s), if there be one or more, must be members of the church. The corporate functions related to an office shall cease on the vacating of the office, but a vacancy in the office of the pastor(s) shall in no way affect the church or the Board of Trustees.

ARTICLE V AMENDMENTS

The Board of Trustees may at any time, by the affirmative vote of two-thirds of the Trustees, adopt amendments to these Articles of Association. Notwithstanding the preceding provision, the Board of Trustees shall not adopt any amendments to these Articles of Association which are inconsistent with the provisions of Articles III through VI unless approved by the Classis (or Synod on appeal).

Before any such amendment shall become effective, the Trustees shall obtain an affirmative vote of at least two-thirds of the members of the church, present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for in Article VI of these Articles of Association.

ARTICLE VI DISSOLUTION

In the event of termination, dissolution, or winding up of this church for any reason (other than in the event of schism, which shall be governed by Article V), its remaining assets, if any, after the payment of its debts and expenses, shall be conveyed or distributed only to one or more organizations which qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE VII LIMITED LIABILITY FOR TRUSTEES

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 volunteer trustee's fiduciary duty, except for liability for any of the following:

- (a) A breach of the volunteer trustee's duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) A transaction from which the volunteer trustee derived an improper personal benefit;
- (e) An act or omission occurring before the date this document is filed; or
- (f) An act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation or its members for claims for monetary damages for a breach of a volunteer trustee's duty in his or her capacity as a volunteer trustee and the volunteer trustee shall not be personally liable to such persons for monetary damages, except for liability for any of the following:

- (a) A breach of the volunteer trustee's duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) A transaction from which the volunteer trustee derived an improper personal benefit;
- (e) An act or omission occurring before the date this document is filed; or
- (f) An act or omission that is grossly negligent.

For purposes of this Article IX, "volunteer trustee" means a trustee who does 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.

Any repeal, modification or adoption of any provision in these Articles of Association inconsistent with this Article IX shall not adversely affect any right or protection of a volunteer trustee of the corporation existing at the time of the repeal, modification or adoption.

ARTICLE VIII
LIMITED LIABILITY FOR NONTRUSTEE VOLUNTEERS

The corporation shall assume the liability for all acts or omissions of a Nontrustee Volunteer of the corporation (a "Nontrustee Volunteer") occurring on or after the effective date of this Article if all of the following are met:

- (a) The Nontrustee Volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) The Nontrustee Volunteer was acting in good faith;
- (c) The Nontrustee Volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) The Nontrustee Volunteer's conduct was not an intentional tort; and
- (e) The Nontrustee 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 in MCLA §500.3135.

For purposes of this Article X, a "Nontrustee Volunteer" means an individual, other than a Trustee Volunteer, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

If the Michigan Nonprofit Corporation Act is amended after this Article has been adopted by the members to authorize corporate action to further eliminate or limit the personal liability of Nontrustee Volunteers, then the liability of a Nontrustee Volunteer for the corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Act, as amended.

Any repeal, modification or adoption of any provision in these Articles of Association inconsistent with this Article X shall not adversely affect any right or protection of a Nontrustee Volunteer existing at the time of such repeal, modification or adoption.

ARTICLE IX
TERM

The term of this corporation is perpetual.

