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

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JUL 15 2016

ADMINISTRATOR
CORPORATIONS DIVISION

EFFECTIVE DATE

Name
LAND CONSERVANCY OF WEST MICHIGAN

Address
400 Ann Street, NW Suite #102

City State ZIP Code
Grand Rapids, MI 49504-2053

Document will be returned to the name and address you enter above.
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RESTATED ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on the last page)

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

1. The present name of the corporation is

   Land Conservancy of West Michigan

2. The identification number assigned by the Bureau is: 738-075

3. All former names of the corporation are.

   Natural Areas Conservancy of West Michigan

4. The date of filing the original Articles of Incorporation was October 5, 1976

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

ARTICLE I

The name of the corporation is:

The restated Articles are attached.

ARTICLE II

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

The restated Articles are attached.

ARTICLE III

1. The corporation is formed on a _____ basis.
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that the corporation has authority to issue is _____. If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

The restated Articles are attached.

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

The restated Articles are attached.

b. The corporation is formed on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Vaughn D. Maatman, Executive Director

2. The address of the registered office is:
400 Ann Street, NW, Suite 102, Grand Rapids, Michigan 49504
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above.

_____, Michigan _____
(Street Address or P.O Box) (City) (ZIP Code)

RESTATED ARTICLES OF INCORPORATION

OF

LAND CONSERVANCY OF WEST MICHIGAN, INC.

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

1. The present name of the corporation is: Land Conservancy of West Michigan, Inc.

2. The identification number assigned by the Bureau is: 738-075

3. All former names of the corporation are: Natural Areas Conservancy of West Michigan, Inc..

4. The date of filing the original Articles of Incorporation was: October 19, 1976.

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

ARTICLE I

The name of the corporation is Land Conservancy of West Michigan, Inc.

ARTICLE II

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or comparable subsequent legislation. In furtherance of these purposes, the corporation may inventory, acquire and steward ecologically and environmentally valuable natural areas within its designated territory for preservation and enjoyment of these areas in their natural state, and to do whatever may be necessary or incidental to properly carry out those objectives.

(A) The corporation may also:

(i) acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease, and rent all real and personal property of every kind and nature;

(ii) accept, receive and hold, in trust or otherwise, contributions, legacies, grants, donations, gifts, bequests, devises, and benefactions which may be left, made, or given to the corporation;

(iii) acquire, maintain and protect nature sanctuaries, nature preserves, and natural areas in the State of Michigan, that predominantly contain natural habitat for fish, wildlife, and plants. Any such property shall be held in perpetuity unless all of the following conditions are satisfied

(a) The property is no longer suitable for the purposes described above;

(b) The sale of the property is approved by a majority vote of the directors of the corporation; and

(c) None of the corporation's officers, board members, or employees, or their family members shall benefit from the sale of such property and such property shall be held for community purposes and shall be open to all residents of the State of Michigan and used for educational or recreational use, including, but not limited to, low impact, nondestructible activities such as hiking, bird watching, cross country skiing or snowshoeing.

The provisions of this Article II, Section (A)(iii) are intended to satisfy the requirements of Michigan Compiled Law 211.7o(5) as amended or superseded from, time to time, and shall be construed in order to satisfy the requirements of that statute.

(iv) acquire, manage, enforce and otherwise deal with conservation or similar easements restricting the use or development of real property owned by other parties;

(v) assist governmental units, agencies, authorities or other bodies, non-profit organizations or other parties in the acquisition or management of real or personal property for purposes similar to the corporation's purposes as described above; and

(vi) conduct educational programs in support of the corporation's purposes as described above.

(B) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the corporation.

(C) 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, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(D) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, as amended, and its regulations as they may now exist or as they may hereafter be amended or by an organization,

contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(E) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to such other nonprofit organizations recognized as tax exempt under Section 501(c)(3) of the Code, as amended, as the Board of Directors shall determine.

ARTICLE III

The corporation is organized upon a nonstock, directorship basis

The corporation is to be financed through donations from the general public, grants from foundations and government agencies, or other donors.

ARTICLE IV

No person who is a volunteer director or volunteer officer of the corporation shall be personally liable to the corporation for money damages for any action taken or any failure to take any action as a volunteer director or volunteer officer, except liability for any of the following:

(a) The amount of a financial benefit received by a volunteer director or volunteer officer to which he or she is not entitled;

(b) Intentional infliction of harm on the corporation;

(c) A violation of Section 551 of the Michigan Nonprofit Corporation Act (the "Act");

(d) An intentional criminal act; or

(e) A liability imposed under Section 497(a) of the Act.

No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any volunteer director or volunteer officer of the corporation with respect to any act or omission of such director or officer occurring prior to such amendment, alteration, repeal, modification or adoption.

ARTICLE V

The corporation assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, if all of the following are met:

(a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

(b) The volunteer was acting in good faith;

(c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

(d) The volunteer's conduct was not an intentional tort; and

(e) 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 under Section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3153.

For purposes of this Article, "volunteer" shall have the meaning defined in Section 110(1) of the Act and "volunteer director" shall have the meaning defined in Section 110(2) of the Act. No amendment, alteration, repeal or modification of this Article, or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article, shall have any effect to increase the liability of any volunteer director, volunteer officer or other volunteer with respect to any act or omission occurring prior to such amendment, alteration, repeal, modification or adoption.

ARTICLE VI

Directors and officers of the corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the corporation. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the corporation.

The corporation may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.

The right of indemnity provided pursuant to this Article shall not be exclusive, and the corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve that are not inconsistent with the Michigan Nonprofit Corporation Act (or other law). Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any

indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE VII

The address of the registered office, which is the same as the mailing address, is 400 Ann Street, N.W., Suite #102, Grand Rapids, Michigan 49504.

The name of the resident agent at the registered office is Vaughn D Maatman.

ARTICLE VIII

These Articles of Incorporation and the Bylaws of the Corporation may be amended only by affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors in office, from time to time.

These Restated Articles of Incorporation were duly adopted on the 5th day of June, 2016, in accordance with the provisions of Section 641 of the Act, and were duly adopted by the members. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 7th day of June, 2016.

By: _____
(Signature of Authorized Officer or Agent)

Dwight Baker Board
(Type or Print Name) (Type or Print Title)

Chairman

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