

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

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Administrator
Bureau of Commercial Services

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Chk#: 515 Amt: \$20.00
ID: UPPER PENINSULA PUBLISHERS

Name Donna Winters

Address 4555 II Rd

City Garden

State MI

49835

ZIP Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
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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 Articles:

ARTICLE I

The name of the corporation is:

Upper Peninsula Publishers and Authors Association

ARTICLE II

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

See page 3

ARTICLE III

1. The corporation is organized upon a nonstock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which 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 are as follows:

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
none
- b. The description and value of its personal property assets are: (if none, insert "none")
Cash \$1863.64
- c. The corporation is to be financed under the following general plan:
Member Dues
- d. The corporation is organized on a membership basis.
(Membership or Directorship)

ARTICLE IV

1. The name of the resident agent at the registered office is:
Donna Winters
2. The address of its registered office in Michigan is:
4555 II Rd Garden, Michigan 49835
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office in Michigan if different than above:
_____, Michigan _____
(Street Address or PO Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name: Donna Winters

Residence or Business Address: 4555 II Rd, Garden, MI 49835

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article II

The purpose or purposes for which the corporation is organized are to support and encourage better writing and publishing practices among Upper Peninsula, and surrounding area publishers and authors through meetings and workshops, special events, the internet, and similar means. The corporation is organized exclusively for the purpose of receiving and administering funds to promote the common business interest of its members as described in Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law)(the "Code"), and not to engage in a regular business of a kind ordinarily carried on for profit. Its activities are directed to the improvement of business conditions of one or more lines of business rather than the performance of particular services for individual persons.

1. Restrictions on operations

- a. The corporation will at all times be conducted as an organization described in Section 501(c)(6) of the Code. The corporation will not carry on any activities which are not permitted to be carried on by
 - (1) A corporation exempt from federal income tax under Section 501(c)(6) the Code
 - (2) A nonprofit corporation organized under the laws of the State of Michigan
- b. No part of the assets or the net earnings of the corporation may inure to the benefit of, or be distributed to, its members, directors, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its nonprofit purposes.

2. Dissolution and Disposition of Corporate Assets

Upon the termination, dissolution or winding up of the corporation, the Board of Directors will distribute all remaining assets of the corporation for a purpose or to an organization or organizations described in 501(c)(6) of the Code.

Article VII

1. Except as otherwise provided by law, a volunteer director or volunteer officer of the corporation is not personally liable to the corporation (or its members) for monetary damages for a breach of the director's or officer's fiduciary duty.
2. The corporation assumes all liability to any person other than the corporation (or its members) for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director.

Article VIII

The corporation assumes the liability for all acts or omissions of a volunteer officer, provided that:

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 as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

I, (We), the incorporator(s) sign my (our) name(s) this 25th day of September, 2012

Donna M. Winters