

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

EARLY ON MICHIGAN FOUNDATION

ID NUMBER: 71115D

received by facsimile transmission on April 2, 2011 is hereby endorsed

Filed on April 4, 2011 by the Administrator.

The 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 4TH day of April, 2011.

A handwritten signature in black ink, appearing to read "J. Schuyler".

Director

Bureau of Commercial Services

ARTICLES OF INCORPORATION

Domestic Nonprofit Corporation

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:

Early On Michigan Foundation

Article II. Purposes. The purpose or purposes for which the corporation is organized are: To receive and administer funds to provide services to benefit young children with developmental delays or related disabilities and their families, through such means as providing grants to support high-quality early intervention services, increasing the number of eligible children and families that can be served, training service providers, disseminating information about research and best practices, and cooperating with the Michigan Department of Education to maximize the effectiveness of supported projects, and raising funds needed to support the organization's work.

The corporation is organized exclusively for charitable, educational, and scientific purposes, 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 corresponding section of any future federal tax code or to governmental entities.

Article III.

1. The corporation is organized upon a nonstock basis.
- 2.a. The description and value of its real property assets are: None
- 2.b. The description and value of its personal property assets are: None
- 2.c. The corporation is to be financed under the following general plan: Grants, contributions, income from activities
- 2.d. The corporation is organized on a directorship basis.

Article IV.

1. The address of the registered office is: 13109 Schavey Road, Suite 4, DeWitt, MI 48820-9015
2. The mailing address of the registered office, if different than above: Same

3. The name of the resident agent at the registered office is: Christine M. Callahan

Article V.

The names and addresses of the incorporators are as follows:

Christine M. Callahan, 13109 Schavey Road, Suite 4, DeWitt, MI 48820-9015
Vanessa Winborne, 13109 Schavey Road, Suite 4, DeWitt, MI 48820-9015

Article VI.

Section 1. **Nonprofit operation.** No part of the earnings 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 its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be elected under provisions of the Internal Revenue Code, 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. **Dissolution.** Upon the dissolution of the corporation, any remaining unencumbered assets shall be distributed by the corporation to any nonprofit organization or organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 by the corporation shall be so disposed of by the Circuit Court or any other court of the State of Michigan that has jurisdiction in the place where the principal office of the corporation is then located.

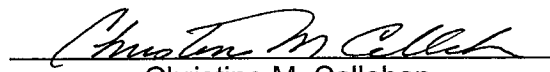
Section 3. **Compromise or arrangement or reorganization.** As allowed by Section 204 of the Michigan Nonprofit Corporation Act, when a compromise or arrangement or a plan of reorganization is proposed between this corporation and some or all of its creditors, a court of equity jurisdiction within this state, on application of this corporation, of a creditor, or of a receiver appointed for the corporation, may order a meeting of the affected creditors, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the affected creditors agree to it, a compromise or arrangement or a reorganization of this corporation, if approved by the court, shall be binding on all the creditors and also on this corporation.

Section 4. **Directors' and officers' and volunteers' liability.** The personal liability of volunteer directors and officers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(c) and (d) of the Michigan Nonprofit Corporation Act, as amended and supplemented, and the personal liability of nondirector volunteers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(e) of the Michigan Nonprofit Corporation Act, as amended and supplemented. To the fullest extent permitted by law, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or officer or of a nondirector volunteer incurred in the good faith performance of duties as a director or officer or volunteer occurring on or after the date this Article is adopted by the corporation. If the Michigan Nonprofit Corporation Act is amended after adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of volunteer directors and officers or of nondirector volunteers, then the liability of a director or officer or volunteer of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director or officer or of a nondirector volunteer of the corporation pursuant to this Article existing at the time of any acts or omissions occurring before the effective date of the repeal or modification.

Section 5. **Nondiscrimination.** The corporation shall not discriminate against any person on the basis of age, race, color, sex, religion, physical handicap, national origin, sexual orientation, gender identity, or any other basis provided in federal, state, or local law, regarding any service performed by or for the corporation.

We the incorporators sign our names this 31 day of ~~February~~, 2011.

March


Christine M. Callahan


Vanessa Winborne