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FEB 20 2017

R. WHITE

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FEB 17 2017

Community Foundation
FOR SOUTHEAST MICHIGAN

February 16, 2017

Rebekah White
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Community Foundation for Southeastern Michigan, Inc.
Ref. #F03000002529

Dear Ms. White:

We received your Letter Number: 117A00001177 on January 30, 2017, and in response, have completed and enclosed the Amendment Section Cover Letter form and the Not For Profit Corporation Application By Foreign Not For Profit Corporation To File Amendment to Application For Conducting Affairs In Florida.

As confirmed during our telephone conversation on February 8, 2017, you are in receipt of the \$35.00 filing that we originally submitted, along with the supporting documentation. Should you need any additional information, please feel free to contact me at (313) 961-6675.

Thank you for your assistance.

Sincerely,



Karen L. Leppanen
Vice President, Finance and Administration

Enclosures

S:\Finance\kl\Ntr\FL 2017 documents ltr

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17 FEB 17 PM 12:10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

January 19, 2017

JAN 30 2017

KAREN L LEPPANEN
333 W FORT ST STE 2010
DETROIT, MI 48226

CFSEM

SUBJECT: COMMUNITY FOUNDATION FOR SOUTHEASTERN MICHIGAN,
INC.
Ref. Number: F03000002529

We have received your document for COMMUNITY FOUNDATION FOR SOUTHEASTERN MICHIGAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida corporation, but your entity is a Foreign corporation. Please complete and return the enclosed blank form(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 117A00001177

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Community Foundation for Southeastern Michigan, Inc.

Name of Corporation

DOCUMENT NUMBER: F03000002529

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karen L. Leppanen, Vice President, Finance and Administration

Name of Contact Person

Community Foundation for Southeast Michigan

Firm/Company

333 West Fort Street, Suite 2010

Address

Detroit, MI 48226

City/State and Zip Code

kleppanen@cfsem.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen L. Leppanen

at (313) 961-6675

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee
**previously
mailed and
received**

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000002529

(Document Number of Corporation (If known))

1. Community Foundation for Southeastern Michigan, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Michigan 3. May 19, 2003
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 15, 2006

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Community Foundation for Southeast Michigan, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

N/A _____
(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

N/A _____
(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.
N/A

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of the chairman or vice chairman of the board, president, or other officer –
if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

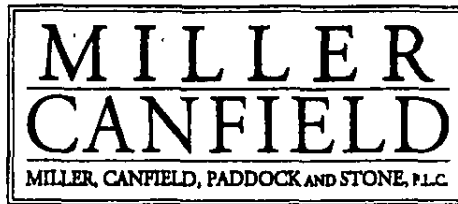
Mariam C. Noland

(Typed or printed name of the person signing)

President

(Title of person signing)

Founded in 1852
by Sidney Davy Miller



DAVID M. THOMS
TEL: (248) 267-3242
FAX: (248) 879-2001
E-MAIL: thoms@millercanfield.com

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Saginaw • Troy

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FLORIDA: Naples
Pensacola

CANADA: Windsor, ON

POLAND: Gdynia
Warsaw • Wrocław

October 3, 2006

Tracy A. Sonneborn, Esq.
Assistant Attorney General
State of Michigan
525 West Ottawa Street
P.O. Box 30213
Lansing, MI 48909

Re: Community Foundation for Southeast Michigan

Dear Tracy:

Enclosed herewith are Restated Articles of Incorporation as well as Restated Bylaws in regard to the Community Foundation for Southeast Michigan. Please note its former name was the Community Foundation for Southeastern Michigan. There has been no change in purpose for the entity.

Yours truly,

David M. Thoms

DMT/jsd

Cc: Joseph Kylmen (w/encl).
✓ Miriam C. Nolan

DISCLOSURE UNDER TREASURY CIRCULAR 230: The United States Federal tax advice contained in this document and its attachments, if any, may not be used or referred to in the promoting, marketing or recommending of any entity, investment plan or arrangement, nor is such advice intended or written to be used, and may not be used, by a taxpayer for the purpose of avoiding Federal tax penalties. Advice that complies with Treasury Circular 230's "covered opinion" requirements (and thus, may be relied on to avoid tax penalties) may be obtained by contacting the author of this document.

BHLJB:519213.1\018167-00001
10/03/06

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OCT 04 2006

CFSEM

Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT
for***

COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN

ID NUMBER: 710415

***received by facsimile transmission on September 15, 2006 is hereby endorsed
Filed on September 15, 2006 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 15TH day
of September, 2006.***

, Director

Bureau of Commercial Services

RESTATED
ARTICLES OF INCORPORATION OF
COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN
(A Michigan Nonprofit Corporation)

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

- A. The present name of the corporation is: Community Foundation for Southeastern Michigan.
- B. The corporation identification number (CID) assigned by the Bureau is: 710-415.
- C. All former names of the corporation are: None.
- D. The date of filing of the original Articles of Incorporation was: May 21, 1984.

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

ARTICLE I

The name of the corporation is Community Foundation for Southeast Michigan (hereinafter referred to as the "Community Foundation").

ARTICLE II

- A. The purposes for which the Community Foundation is organized are as follows:
 - 1. To receive and accept property to be administered exclusively to support and promote educational, scientific, literary, cultural and charitable purposes, primarily in and for the residents of southeast Michigan.
 - 2. To distribute all or any part of its net income, principal or property for such educational, scientific, literary, cultural and charitable purposes in accordance with the terms of gifts, contributions, bequests or devises to the Community Foundation not inconsistent with its purposes as set forth in these Restated Articles of Incorporation and/or in accordance with determinations made by the Community Foundation's Board of Trustees.
 - 3. To distribute by grant, loan, or other distribution, all or any part of its net income, principal or property in accordance with determinations made by the Community Foundation's Board of Trustees for the purposes set forth in these Restated

Articles of Incorporation. In making such distribution and application of funds available for distribution, payments may be made to distributees of all forms and types, provided that all such payments shall be in furtherance of the purposes set forth in these Restated Articles of Incorporation.

4. To distribute, from time to time, all or any part of the Community Foundation's net income, principal or property in such a manner or to such qualified distributees as described in paragraph 3 above as will effectively serve the Community Foundation's charitable purposes in light of the changed conditions which may have arisen or will arise in the needs of those served by the Community Foundation from the time of the original receipt of property by the Community Foundation from a donor.
5. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the Community Foundation is organized.

B. The Community Foundation is intended to be an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the "Code"), and which qualifies as "other than a private foundation" within the meaning of Section 509(a)(1) of the Code. All terms and provisions of these Restated Articles of Incorporation (and of the Restated Bylaws of the Community Foundation) shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Community Foundation shall not carry on any activity not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by an organization the contributions to which are deductible under Section 170(c)(2) of the Code.

C. The Community Foundation 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.

D. No substantial part of the activities of the Community Foundation shall be to carry on propaganda or otherwise attempt to influence legislation.

E. No substantial part of the activities of the Community Foundation shall consist of the provision of commercial-type insurance.

F. The Community Foundation shall not knowingly support any activities of organizations whose purpose or activities are terrorist in nature or subversive to national security of the United States Government or its populace.

ARTICLE III

- A. The Community Foundation is organized upon a nonstock basis.

B. The Community Foundation is organized upon a directorship basis.

C. The description and value of its real property assets are:

None

and the description and value of its personal property assets are:

Cash and Accounts Receivable	\$ 2,315,634
Investments	309,451,533
Accrued Investment Income	353,089
Fixed Assets (net of depreciation)	45,345
Deferred Gifts/Pledges/Other	<u>24,552,124</u>
Total	\$336,717,725

(The valuation of the above assets was as of December 31, 2005 on the basis of book value).

D. The Community Foundation is to be financed by gifts, grants, contributions and bequests from the general public, income from the performance of its exempt purposes, and investment income.

ARTICLE IV

A. The address and the mailing address of the registered office is:

333 West Fort Street, Suite 2010
Detroit, Michigan 48226

B. The name of the resident agent at the registered office is:

Mariam C. Noland

ARTICLE V

The term of the Community Foundation's existence is perpetual.

ARTICLE VI

A. No part of the net earnings of the Community Foundation shall be distributed to, or inure to the benefit of, any Trustee or Officer of the Community Foundation, contributor or private person as prohibited by applicable law, including, but not limited to, Section 501(c)(3) of the Code.

B. In the event of the voluntary or involuntary dissolution of the Community Foundation, all of the Community Foundation's assets, real and personal, remaining after

payment of all of its obligations as provided by law, shall be distributed to such charitable organization or organizations which are qualified as tax-exempt under Section 501(c)(3) of the Code, as the Board of Trustees of the Community Foundation shall select and determine. In making such determination, the Board of Trustees shall be guided by the wishes of the donors of such assets, to the extent that such wishes are consistent with the existing needs of those served by the Community Foundation at the time of such dissolution. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Wayne to such organization or organizations as said Court shall select and determine which organization or organizations are tax-exempt under Section 501(c)(3) of the Code.

ARTICLE VII

Except as otherwise required by law, these Restated Articles of Incorporation may only be amended or restated by the affirmative vote of a majority of the Board of Trustees of the Community Foundation.

ARTICLE VIII

A. To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the "Act"), a volunteer director or volunteer officer of the Community Foundation shall not be personally liable to the Community Foundation for monetary damages for breach of the volunteer director's or volunteer officer's fiduciary duty. However, this provision does not eliminate or limit the liability of a volunteer director or volunteer officer for any of the following:

1. A breach of the volunteer director's or officer's duty of loyalty to the Community Foundation;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. A transaction from which the volunteer director or officer derived an improper personal benefit;
5. An act or omission occurring before January 1, 1988; or,
6. An act or omission that is grossly negligent.

Any volunteer director or volunteer officer of the Community Foundation shall only be personally liable for monetary damages for a breach of fiduciary duty as a Trustee or officer to the Community Foundation to the extent set forth in this Section A.

B. To the fullest extent permitted under Section 209(d) of the Act, the Community Foundation assumes all liability to any person other than the Foundation for all acts or omissions

of a volunteer director occurring on or after January 1, 1988, which were incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for such a breach of a volunteer director's duty to any person other than the Community Foundation shall not be brought or maintained against a volunteer director, but such a claim shall be brought or maintained instead against the Community Foundation, which shall be liable for the breach of the volunteer director's duty.

C. The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Act.

D. Any repeal, amendment or other modification of this Article VIII shall not adversely affect any right or protection of a volunteer director or officer of the Community Foundation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article VIII becomes effective, then the liability of Trustees shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE IX

A. To the fullest extent permitted by the Act, the Community Foundation assumes the liability for all acts or omissions of the Community Foundation's volunteer directors, volunteer officers, or other volunteers occurring on or after the date that this Article IX becomes effective in accordance with the pertinent provisions of the Act if all of the following 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 in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

B. It is the intention and purpose of this Article IX that, by reason of the foregoing provisions, a claim for monetary damages for a volunteer's acts or omissions shall not be brought or maintained against a volunteer but shall be brought and maintained against the Community Foundation.

C. Any repeal, amendment or modification of this Article IX shall not adversely affect any right or protection of a volunteer of the Community Foundation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article IX

becomes effective, then the liability of volunteers shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

These Restated Articles of Incorporation were duly adopted on the 5th day of September 2006, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the Board of Trustees. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 14 day of September, 2006.

COMMUNITY FOUNDATION FOR
SOUTHEAST MICHIGAN

By: 

Allan D. Gilmour, Its Chair

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09/06/06