

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

COMMUNITY RESIDENCE CORPORATION

were duly filed in this office on the 20TH day of JULY, 1926,
in conformity with Act 162, Public Acts of 1922.

In testimony whereof, I have hereto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 20TH day
of JULY, 1926

D. J. [Signature] Director

| MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU | |
|---|---------------|
| (FOR BUREAU USE ONLY) | Date Received |
| | |
| | |
| | |

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on 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: | Community Residence Corporation |
| 2. The corporation identification number (CID) assigned by the Bureau is: | 7 1 2 — 7 1 5 |
| 3. All former names of the corporation are: | None |
| 4. The date of filing the original Articles of Incorporation was: | 7/10/86 |

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: | Community Residence Corporation |
|---------------------------------|---------------------------------|

ARTICLE II

| | |
|---|-------------------------|
| The purpose or purposes for which the corporation is organized are: | See Attached Article II |
|---|-------------------------|

ARTICLE III

The corporation is organized on a non-stock (stock or nonstock) basis.

If organized on a stock basis, the aggregate 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:

2. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

and the description and value of its personal property assets are: (if none, insert "none")

(The valuation of the above assets was as of _____, 19____)

The corporation is to be financed under the following general plan:
Funding shall be provided on a contractual basis with the Washtenaw County Community Mental Health Services Board. Other public funds may be obtained to support operations

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

ARTICLE IV

1. The address of the current registered office is:

1948 Packard Ypsilanti ,Michigan 48197
(Street Address) (City) (ZIP Code)

2. The mailing address of the current registered office if different than above:

Same _____ ,Michigan _____
(P.O. Box) (City) (ZIP Code)

3. The name of the current resident agent is: Patricia Seybold

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Attached Articles V, VI, VII

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

- a. These Restated Articles of Incorporation were duly adopted on the ____ day of _____ 19____, in accordance with the provisions of Section 642 of the Act, by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.
- b. These Restated Articles of Incorporation were duly adopted on the ____ day of _____ 19____, 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: (check one of the following)
 - were duly adopted by the vote of the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
 - were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
 - were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
 - were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

BEFORE SIGNING, READ INSTRUCTION #6

Signed this ____ day of _____, 19 ____

A.)
By _____
(Signature of authorized Officer or Agent)

B.)
By _____
(Signature of: President, Vice-President, Chairperson, Vice-Chairperson)

(Type or Print Name) (Type or Print Title)

(Type or Print Name) (Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

Community Residence

Corporation

Preparer's name and business
telephone number:

Susan A. Davis

(313) 567-1000

Susan A. Davis
600 Woodbridge Place
Detroit, Michigan 48226

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be restated until this form, or a comparable document, is submitted. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the articles of incorporation of a domestic nonprofit corporation. Restated articles of incorporation are an integration into a single instrument of the current provisions of the corporation's articles of incorporation, along with any desired amendments to those articles.

3. Restated articles of incorporation which do not amend the articles of incorporation may be adopted by the board of directors without a vote of the shareholders or members. Restated articles of incorporation which amend the articles of incorporation require adoption by the shareholders, by the members, or by the board of directors if organized on a nonstock directorship basis. A nonprofit corporation organized on a nonstock directorship basis as authorized by Sec. 302 of the Act may or may not have members, but if so, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If the restated articles merely restate and integrate the articles, but do not amend them, this document must be signed in ink by an authorized officer or agent of the corporation. If the restated articles amend the articles of incorporation, this document must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
7. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00

8. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau, Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

ARTICLE II

The Corporation is organized and shall be operated exclusively for charitable purposes, including but not limited to providing high quality programs of residential, personal, social and community services for developmentally disabled persons and to provide affordable housing to developmentally disabled persons of low and moderate income.

The Corporation may exercise any and all powers which are lawful for the Corporation to exercise pursuant to the provisions of the Michigan Non-Profit Corporations Act and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which the Corporation's Board determine to be necessary, useful, suitable, or proper for the accomplishment of any of the purposes set forth here.

All of the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of expenses incidental thereto. No part of the net 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 the purposes set forth in Article II. 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, or intervene in (including the publishing or distribution of statements) any political campaign or behalf of

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 (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI

Amendments to the Articles of Incorporation

Any proposed amendment along with the date it is to be voted upon, shall be presented in writing to the entire Board of Directors not less than one week prior to the meeting at which it is to be voted upon. A two-thirds (2/3) vote of board members present is required for ratification.

ARTICLE VII

Section 1. A volunteer director, as defined under Public Act 162 of the 1982, as amended, is not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the corporation or its shareholders or members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
3. A violation of Section 551(a) of Public Act 162 of 1982 as amended.
4. A transaction from which the director derived an improper personal benefit.
5. An act or omission occurring before the date the effective date of this Article.
6. An Act or omission that is grossly negligent.
7. An act or omission which is beyond the scope of his or her duties as a director.

Community Residence Corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director as defined under

Public Act 162 of 1982, as amended, occurring on or after January 1, 1988.

If the Act is amended to further eliminate or limit the liability of a director of a Michigan non-profit corporation, then a volunteer director of the corporation, in addition to the circumstances set forth here, shall not be liable to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director with respect to any act or omission occurring prior to the time of such repeal or modification.

Section 2. Volunteer Liability.

The Corporation assumes the liability for all acts or omissions of a non-director volunteer as defined under Public Act 162 of 1982 as amended, 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.
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, Public Act 218 of 1956.