

# *Michigan Department of Consumer and Industry Services*

## *Filing Endorsement*

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT  
for  
GREAT LAKES PORTUGUESE DOG CLUB*

*ID NUMBER: 787736*

*received by facsimile transmission on November 18, 2004 is hereby endorsed filed on  
November 19, 2004 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 19th day  
of November, 2004.*

*, Director*

*Bureau of Commercial Services*

BCS/CD-502 (Rev. 12/03)

| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH<br>BUREAU OF COMMERCIAL SERVICES                                                                                                                                                                                                                                         |                                                                                                                                                |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------|--|--|---------|--------------------------------------|--|--|------|------|-------|----|--|--|----------|-------|
| Date Received                                                                                                                                                                                                                                                                                                           | (FOR BUREAU USE ONLY)                                                                                                                          |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
|                                                                                                                                                                                                                                                                                                                         | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
| <table border="1"> <tr> <td>Name</td> <td colspan="3">Kalman G. Goren, Esq.</td> </tr> <tr> <td>Address</td> <td colspan="3">101 West Big Beaver Road, 10th Floor</td> </tr> <tr> <td>City</td> <td>Troy</td> <td>State</td> <td>MI</td> </tr> <tr> <td></td> <td></td> <td>Zip Code</td> <td>48084</td> </tr> </table> |                                                                                                                                                | Name     | Kalman G. Goren, Esq. |  |  | Address | 101 West Big Beaver Road, 10th Floor |  |  | City | Troy | State | MI |  |  | Zip Code | 48084 |
| Name                                                                                                                                                                                                                                                                                                                    | Kalman G. Goren, Esq.                                                                                                                          |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
| Address                                                                                                                                                                                                                                                                                                                 | 101 West Big Beaver Road, 10th Floor                                                                                                           |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
| City                                                                                                                                                                                                                                                                                                                    | Troy                                                                                                                                           | State    | MI                    |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
|                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                | Zip Code | 48084                 |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |
| EFFECTIVE DATE:                                                                                                                                                                                                                                                                                                         |                                                                                                                                                |          |                       |  |  |         |                                      |  |  |      |      |       |    |  |  |          |       |

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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: **Great Lakes Portuguese Dog Club**

**ARTICLE II**

The purpose or purposes for which the corporation is organized are:  
**See Attachment.**

**ARTICLE III**

- The corporation is organized upon a nonstock basis.  
(Stock or Nonstock)
- 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")  
None
- c. The corporation is to be financed under the following general plan:  
Revenue will be generated from membership dues.
- d. The corporation is organized on a membership basis. See Attachment.  
(Membership or Directorship)

#### ARTICLE IV

1. The address of the registered office is:  
49705 Au Lac Drive, West Chesterfield, Michigan 48051  
 (StreetAddress) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:  
 \_\_\_\_\_, Michigan \_\_\_\_\_  
 (Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent at the registered office is:  
Frederick D. Brauning

## ARTICLE V

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

| Name            | Residence or Business Address                    |
|-----------------|--------------------------------------------------|
| Kalman G. Goren | 4375 Oak Grove Drive, Bloomfield Hills, MI 48302 |

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.

See Attachment.

I, (We), the incorporator(s) sign my (our) name(s) this 4th day of July, 2004.

  
\_\_\_\_\_  
Kalman G. Goren

**ATTACHMENT TO ARTICLES OF INCORPORATION  
OF GREAT LAKES PORTUGUESE WATER DOG CLUB**

**ARTICLE II**

The purpose or purposes for which the corporation is organized are exclusively for the prevention of cruelty to animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), consisting of cultivation of public awareness and appreciation of the animals and specifically Portuguese Water Dogs, providing public lectures and demonstrations, participating in civic events, and not to engage in a regular business of a kind ordinarily carried on for profit, but rather to direct its activities to the advancement and improvement of public awareness and appreciation of animals and specifically Portuguese Water Dogs, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any of the foregoing and to make payments and distributions in furtherance of the purposes set forth in this Article II.

**ARTICLE III**

The corporation shall have members and the conditions of obtaining and maintaining membership to the extent not stated in these Articles of Incorporation, as amended from time to time, shall be as stated in the By-Laws of the corporation, as amended from time to time. In addition to stating the conditions of membership in the corporation as aforesaid, the By-Laws may contain provisions not inconsistent with these Articles of Incorporation, as amended from time to time, governing any or all matters relating to membership in the corporation, including (without limitation of the foregoing) the number and classification of members, the procedure for obtaining membership, the rights, privileges and obligations of membership, the regulation of conduct of members, the grounds and procedures for suspension or expulsion from membership and for other termination of membership. The members shall have voting power on a per-capita basis unless otherwise provided in the By-Laws of the corporation, as amended from time to time.

**ARTICLE VI**

The initial By-Laws of the corporation shall be adopted by the incorporator(s) and, thereafter, the power to make, alter or repeal the By-Laws shall be vested in the membership of the corporation. In addition to stating the conditions of membership in the corporation, as aforesaid, the By-Laws may contain provisions not inconsistent with these Articles of Incorporation, as amended from time to time, governing any or all matters relating to the membership of the corporation and any and all other matters

relating to the corporation, including (without limitation) its internal organization, management, business and affairs in any manner not inconsistent with the provisions of these Articles of Incorporation, as amended from time to time.

#### ARTICLE VII

The governing body of the corporation shall be its officers. The business and affairs of the corporation may be managed by the officers except to the extent that the authority, powers and duties of such management shall be delegated to a committee or committees of the corporation established pursuant to the By-Laws of the corporation.

The number of members of the officers shall be as fixed or determined in the manner providing for in the By-Laws. The By-Laws may also provide that a separate Board of Directors be created which may be divided into classes, with the term of office of each class to expire at successive annual intervals, which shall be a date certain specified in the By-Laws (or thereafter, if successors are to be elected, when their successors are elected and qualified).

Members of the Board may attend meetings of the Board and members of the committees established by or pursuant to the By-Laws may attend meetings thereof, either in person or by proxy. The By-Laws of the corporation may specify the conditions under which a member of the Board or of any committee of the corporation may be represented at a meeting thereof by proxy and regulate the exercise to be represented at any such meeting by proxy.

#### ARTICLE VIII

The corporation may sell, lease or exchange all or substantially all of its property and assets, including its goodwill and its corporation franchises, upon such terms and conditions and for such consideration as the officers deem expedient and for the best interest of the corporation, when and as authorized by a resolution adopted by two-thirds of the votes of the officers at a meeting duly called upon at least ten (10) days notice. The notice of the meeting shall state that such a resolution will be considered. Notwithstanding officer authorization or consent to any such proposed sale, lease or exchange, the officers may abandon the same without further action at any time. The authorization of, or consent to, the mortgage or pledge of the corporation's property and assets (or any part thereof) by the members of the corporation shall not be necessary.

#### ARTICLE IX

In the event the corporation shall be dissolved, the officers shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of its then remaining assets exclusively for the purpose of the corporation in such manner, or to such organization or organizations which are organized and operated exclusively for purposes similar to the purposes of the corporation and which shall at the time qualify

as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as the officers shall determine.

#### ARTICLE X

The corporation shall indemnify the officers, its Board of Directors and committees, agents and employees of the corporation, and those serving another corporation, partnership, joint venture, trust or other enterprise at the request of the corporation, within the limits permitted by Michigan law, to safeguard such persons from expense and liability for actions they take in any such capacity in good faith in furtherance of or without belief that such actions are opposed to, the best interest of the corporation and its members, as provided in the By-Laws.

#### ARTICLE XI

A volunteer officer or director (as defined in Sections 106 and 110 of the Michigan Nonprofit Corporation Act) of the corporation shall not be personally liable to the corporation or its members for monetary damages for a breach of the officer's or director's fiduciary duty arising under applicable law. However, this Article XI shall not eliminate or limit the liability of an officer or director for any of the following:

- (1) A breach of the officer's or director's duty of loyalty to the corporation or its members;
- (2) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (4) A transaction from which the officer or director derived an improper personal benefit;
- (5) An act or omission occurring before the effective Date of this Article XI (as hereinafter defined); or
- (6) An act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a volunteer officer or director (as defined in Sections 106 and 110 of the Michigan Nonprofit Corporation Act) occurring on or after the Effective Date of this Article XI (as hereinafter defined) incurred in the good faith performance of the voluntary officer's or director's duties as such.

As used herein, the term "Effective Date" shall mean July 4, 2004, if under applicable

law this Article XI is valid with respect to an act or omission of a volunteer officer or director occurring before the date on which the corporation files with the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services, Corporation Division, the Articles of Incorporation of the corporation which includes this Article XI thereto (the "Filing Date"), but if under applicable law Article XI is invalid with respect to an act or omission of a volunteer officer or director occurring before the Filing Date, then the term "Effective Date" shall mean the Filing Date.

Any repeal or modification of this Article XI by the officers of the corporation shall not adversely affect any right or protection of any volunteer officer or director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

## ARTICLE XII

The officers of the corporation reserve the right to amend these Articles of Incorporation, and to thereby change or repeal any provision herein contained from time to time, in the manner prescribed at the time by statute, and all rights conferred upon members of the corporation herein are granted subject to this reservation.