

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES

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Administrator  
BUREAU OF COMMERCIAL SERVICES

John D. Miller, Esq.

124 West Allegan Street, Suite 1000

Lansing, MI 48933

EFFECTIVE DATE:

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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 Articles:

Article I

The name of the corporation is: City Administrative Account

Article II

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

This corporation is organized and shall be administered and operated exclusively to operate as a political organization within the meaning of Section 527 of the Internal Revenue Code of 1986, as amended (I.R.C. or Code) including the following:

- (1) To collect and administer funds to pay expenses incidental to the holding of the Office of Mayor for the City of Lansing, which if incurred by Mayor Virgil Bernero, would be allowable as a deduction under Section 162 of the Code;
- (2) To receive and disburse funds in connection with these expenses;
- (3) To sponsor and organize activities in connection with the Lansing mayoral inauguration, and other acts incidental thereto;
- (4) To receive and disburse funds in connection with the inauguration;
- (5) To organize and conduct activities in connection with the Lansing mayoral transition to Lansing Mayor-Elect Virgil Bernero, and other acts incidental thereto;
- (6) To receive and disburse funds in connection with the transition;
- (7) To carry on one or more exempt functions as the primary purpose of the corporation under Section 527 of the Code; and
- (8) To collect funds and make other expenditures allowed under applicable law;
- (9) To engage in any and all lawful activities incidental to the foregoing purposes and as permitted for organizations qualifying as "political organizations" under Section 527 of the Code.

The corporation will comply with all federal, state, and local laws.

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EXHIBIT C  
Bumberg No. 5137

### Article III

1. The corporation is organized upon a non-stock, directorship basis.
2. a. 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:     Donations, fees, investments, gifts, grants, and other funds lawfully received.

### Article IV

1. The address of the registered office is:  
115 West Allegan Street, 7th Floor, Lansing, MI 48933
2. The mailing address of the registered office if different than above:  
same as above
3. The name of the resident agent at the registered office is: Charles L. Moore

### Article V

The name and address of the incorporators are as follows:

| Name:          | Residence or Business Address:                               |
|----------------|--|
| Mark R. Fox    | 124 West Allegan Street, Suite 1000, Lansing, Michigan 48933 |
| John D. Miller | 124 West Allegan Street, Suite 1000, Lansing, Michigan 48933 |

### Article VI

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 527 of the Code, or corresponding provisions of any subsequent federal tax laws.

### Article VII

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for purposes described as permitted under the Code for organizations which are then exempt from Federal Tax under Section 527 of the Code, or corresponding provisions of any subsequent federal tax laws.

### Article VIII

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, and also on this corporation.

### Article IX

A volunteer director or volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended, is not personally liable to the corporation for monetary damages for breach of the director's or officer's fiduciary duty, except that liability may be imposed for activities involving the following:

- (a) A breach of the director's or officer's duty of loyalty to the corporation.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended.
- (d) A transaction from which the director or officer derived an improper personal benefit.
- (e) An act or omission that is grossly negligent.

**Article X**

The corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act, as amended, incurred in the good faith performance of the volunteer director's duties.

**Article XI**

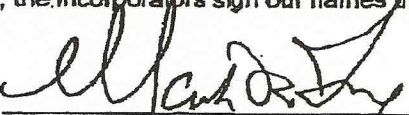
The corporation assumes the liability for all acts or omissions of a volunteer officer or other volunteer if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.
- (e) 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.

**Article XII**

Participation in a meeting of the Board of Directors may be by a conference telephone or a similar communication equipment by which all persons participating in the meeting may hear each other. All participants in the meeting shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting using this procedure shall constitute presence in person at the meeting.

We, the incorporators sign our names this 16<sup>th</sup> day of December, 2005.

By:   
Mark R. Fox, Incorporator

By:   
John D. Miller, Incorporator