

**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN MICHIGAN COMPUTER ORGANIZATION, INC.**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, the corporation executes the following articles:

ARTICLE I

The legal name of this corporation shall be the SouthEastern Michigan Computer Organization, Inc., hereafter referred to as the Corporation or SEMCO.

ARTICLE II

The corporation is established to promote and encourage the use and understanding of computers of all types among its members and the general public in southeastern Michigan and surrounding areas and to encourage an interest in computers and computing as an art and science. Specifically, the corporation is established to sponsor and present to the general public and its members lectures, forums, public discussion groups and similar programs to provide educational opportunities with respect to the theory and practice of computing and the construction, operation and programming of computers.

The corporation may also sponsor research, fund raising and public education programs, administer property and undertake to provide such other services and programs as may be incidental to or reasonably necessary to further the goals expressed herein. 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 any political campaign on behalf of any political candidate for public office.

ARTICLE III

The corporation is organized upon a non-stock, membership basis. The corporation possesses the following assets:

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|-------------------------|-----------------|
| Real property: | None |
| Personal property: | |
| Cash and bank account: | \$3,207.14 |
| Computer equipment: | \$500.00 |
| Miscellaneous property: | <u>\$200.00</u> |
| | \$3,907.14 |

The corporation is to be financed under the following general plan:

donations, dues, and fees.

ARTICLE IV

The address of the initial registered office is 5092 Buckingham Place, Troy, Michigan 48098.

The mailing address of the initial registered office is P.O. Box 707, Bloomfield Hills, MI 48303-0707.

The name of the initial resident agent at the registered office is Roger R. Gay.

ARTICLE V

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| The name and address of the incorporator is: | Robert A. Clyne 130 First Street Yale, Michigan 48097 |
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ARTICLE VI

Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing.

ARTICLE VII

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. However, the corporation shall be authorized 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. The corporation shall not participate in, or intervene in (including the publishing and 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 (1) by a corporation exempt from federal income tax under IRC 501(c)(3), or the corresponding section of any future federal tax code, or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2), or the corresponding section of any future federal tax code.

ARTICLE VIII

On dissolution of the corporation, after paying or providing for the payment of, all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not 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 that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE IX

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors or members, a court of equity jurisdiction within this state may order a meeting of the affected creditors or members. The corporation, a creditor or member of the corporation, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number, representing 3/4 in value of the affected creditors or 3/4 of the affected members, agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and members, and also on this corporation.

ARTICLE X

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), or a volunteer officer, shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

1. a breach of the director's or officer's duty of loyalty to the corporation or its members;
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 director or officer derived an improper personal benefit;

5. an act or omission occurring before the filing of these articles of incorporation; 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 director who is a volunteer director, as defined in the Act, or a volunteer officer, incurred in the good faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3), or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in Article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3), or the corresponding section of any future federal tax code. No amendment or repeal of Article X shall apply to, or have any effect on, the liability or alleged liability of any member of the board of directors or officer of this corporation for, or with respect to, any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XI

The corporation assumes the liability for all acts or omissions of a volunteer, if all of the following conditions 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, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

These Articles of Incorporation are signed by the incorporator on August 16, 1999.

Robert A. Clyne, Incorporator