

Memorandum

To: John Szerlag, City Manager

From: John M. Lamerato, Assistant City Manager/Finance and Administration
Tonni L. Bartholomew, City Clerk

Date: December 12, 2005

Subject: Agenda Item: Request for Recognition as a Nonprofit Organization Status
from The Angel Society, Inc. for the Purpose of Hosting Fundraising Events

Attached is a request from Janice C. Zikakis – President, The Angel Society, Inc. seeking recognition as a non-profit organization for the purpose of obtaining a charitable gaming license in order to expand their fundraising efforts to assist in providing financial aid to children with medical or emotional disabilities, and senior citizens with costs for prescription drugs. It has been City Management's practice to support the approval of such requests.

**The Angel Society, Inc.
1346 Judy Drive
Troy, Michigan 48083-5228
(248) 528-1919**

December 6, 2005

City of Troy
Mayor Louise E. Schilling and City Council
Troy City Hall
500 West Big Beaver Road
Troy, Michigan 48084

Dear Mayor Schilling and the Troy City Council:

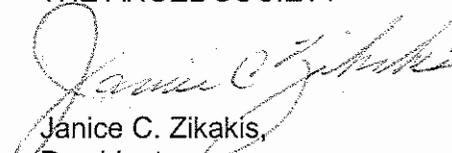
The Angel Society was founded June 27, 2001, to provide financial aid to children with medical or emotional disabilities who are either uninsured or under insured and/or who do not qualify for assistance under state and federal programs. The Society also helps seniors with costs of their prescription drugs. Our funding comes from private donations and fundraising efforts put on throughout the year. In the past, our fundraising events have included a Chili/Salsa Fest, Dinner Cruise, and Christmas Walk.

We are now asking for the City of Troy's help in obtaining a Small Raffle license in the state of Michigan. The qualification process is not complete until we have obtained a copy of a resolution passed by the local government stating that The Angel Society is a recognized non-profit organization in the community. With the Small Raffle license, we will be able to improve on our fundraising efforts by holding small raffles and door prize drawings.

Enclosed you will find the documents required by the City of Troy for "Recognition as a Non-Profit Organization." If there is any additional documentation needed or if you have any questions, please feel to contact me at (248) 528-1919.

Yours truly,

THE ANGEL SOCIETY


Janice C. Zikakis,
President

JCZ:dsg
Enclosures

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES

[Required by MCL 432.103 (9)]

At a Regular meeting of the Troy City Council called to order by _____

on _____ 2005 at _____ a.m./p.m. the following resolution was offered:

Moved by _____ and Supported by _____

that the request from _____ of Troy,

County of Oakland, asking that they be recognized as a nonprofit organization operating in the

community for the purpose of obtaining a charitable gaming license be considered for

APPROVAL/DISAPPROVAL.

APPROVAL

Yeas: _____
Nays: _____
Absent: _____

DISAPPROVAL

Yeas: _____
Nays: _____
Absent: _____

I hereby **CERTIFY** that the foregoing is a true and complete copy of a resolution offered and

ADOPTED by the Troy City Council at a Regular meeting held on _____ 2005.

SIGNED: _____, City Clerk

(PRINTED NAME AND TITLE)

City of Troy
500 W. Big Beaver – Troy, Michigan 48084

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **NOV 13 2000**
ANGEL SOCIETY
C/O KENNETH M DIAL
201 W BIG BEAVER STE 1120
TROY, MI 48084-0000

Employer Identification Number:
38-3597405
DLN:
17053291016021
Contact Person:
EVELYN D GRIFFITHS ID# 31432
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Foundation Status Classification:
509(a)(1)
Advance Ruling Period Begins:
June 27, 2001
Advance Ruling Period Ends:
December 31, 2005
Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make

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a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period

ANGEL SOCIETY

that you exceed the \$25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If you distribute funds to individuals, you should keep case histories showing the recipients' names, addresses, purposes of awards, manner of selection, and relationship (if any) to members, officers, trustees or donors of funds to you, so that you can substantiate upon request by the Internal Revenue Service any and all distributions you made to individuals. (Revenue Ruling 56-304, C.B. 1956-2, page 306.)

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

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ANGEL SOCIETY

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Steven T. Miller
Director, Exempt Organizations

Enclosure(s):
Form 872-C

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) THE ANGEL SOCIETY	2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions .) 38-3597405
1b c/o Name (if applicable) JANICE C. ZIKAKIS	3 Name and telephone number of person to be contacted if additional information is needed KENNETH M. DIAL (248) 524-0202
1c Address (number and street) Room/Suite 1346 JUDY DRIVE	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. TROY, MI 48083-5228	4 Month the annual accounting period ends DECEMBER
1e Web site address	5 Date incorporated or formed JUNE 27, 2001
6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k) d <input type="checkbox"/> 501(n)	
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.	
8 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions).	
9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.	

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See **Specific Instructions** for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a Corporation- Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b Trust- Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association- Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here
 I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here _____
JANICE C. ZIKAKIS, PRESIDENT
(Signature) (Type or print name and title or authority of signer) (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions.

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization - past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE ATTACHED SUPPLEMENTAL SCHEDULE.

- 2 What are or will be the organization's sources of financial support? List in order of size.
SEE ATTACHED SUPPLEMENTAL SCHEDULE.

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

SEE ATTACHED SUPPLEMENTAL SCHEDULE.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.
SEE ATTACHED SUPPLEMENTAL SCHEDULE.

b Annual compensation

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No

If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No

If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

SEE ATTACHED SUPPLEMENTAL SCHEDULE ATTACHED.

13 Does or will the organization attempt to influence legislation? Yes No

If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No

If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No
If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions - You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

7 Is the organization a private foundation?

- Yes (Answer question 8.)
- No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- Yes (Complete Schedule E.)
- No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- a As a church or a convention or association of churches
(CHURCHES MUST COMPLETE SCHEDULE A.) Sections 509(a)(1)
and 170(b)(1)(A)(i)
- b As a school (MUST COMPLETE SCHEDULE B.) Sections 509(a)(1)
and 170(b)(1)(A)(ii)
- c As a hospital or a cooperative hospital service organization, or a
medical research organization operated in conjunction with a
hospital (These organizations, except for hospital service
organizations, MUST COMPLETE SCHEDULE C.) Sections 509(a)(1)
and 170(b)(1)(A)(iii)
- d As a governmental unit described in section 170(c)(1). Sections 509(a)(1)
and 170(b)(1)(A)(v)
- e As being operated solely for the benefit of, or in connection with,
one or more of the organizations described in a through d, g, h, or i
(MUST COMPLETE SCHEDULE D.) Section 509(a)(3)
- f As being organized and operated exclusively for testing for public
safety. Section 509(a)(4)
- g As being operated for the benefit of a college or university that is
owned or operated by a governmental unit. Sections 509(a)(1)
and 170(b)(1)(A)(iv)
- h As receiving a substantial part of its support in the form of
contributions from publicly supported organizations, from a
governmental unit, or from the general public. Sections 509(a)(1)
and 170(b)(1)(A)(vi)
- i As normally receiving not more than one-third of its support from
gross investment income and more than one-third of its support from
contributions, membership fees, and gross receipts from activities
related to its exempt functions (subject to certain exceptions). Section 509(a)(2)
- j The organization is a publicly supported organization but is not sure
whether it meets the public support test of h or i. The
organization would like the IRS to decide the proper classification. Sections 509(a)(1)
and 170(b)(1)(A)(vii)
or Section 509(a)(2)

If you checked one of the boxes a through f in question 9, go to question 14.

If you checked box g in question 9, go to questions 11 and 12.

If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
 Yes - Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No - You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses**, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.
 NONE

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:
 a Enter 2% of line 8, column (e), Total, of Part IV-A
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here and:
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From <u>6/1/01</u> to <u>10/5/01</u>	(b) <u>1/1/2002</u> to <u>12/31/02</u>	(c) <u>1/1/2003</u> to <u>12/31/03</u>	(d) _____	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants - see page 6 of the instructions)		10,000	25,000		35,000
2 Membership fees received					
3 Gross investment income (see instructions for definition)		300	500		800
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total (add lines 1 through 7)		10,300	25,500		35,800
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22	3,057	5,000	10,000		18,057
10 Total (add lines 8 and 9)	3,057	15,300	35,500		53,857
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	3,057	15,300	35,500		53,857
Expenses					
14 Fundraising expenses		500	600		
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	3,000	13,600	34,800		
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule) Office Supplies	23	100	100		
23 Total expenses (add lines 14 through 22)	3,023	14,200	35,500		
24 Excess of revenue over expenses (line 13 minus line 23)	34	1,100			

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year Date <u>10/5/2001</u>
Assets		
1	Cash	3,034
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets (add lines 1 through 10)	3,034
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities (add lines 12 through 15)	
Fund Balances or Net Assets		
17	Total fund balances or net assets	3,034
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	3,034

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation

The Angel Society
Form 1023, Supplemental Schedule
Page 2, Part II, Line 1

1. Soliciting, screening & selection individual beneficiaries (75% of time)
 - (a) The Society shall solicit applications for benefits from the general public. Applicants will be screened by two committees to determine their eligibility for benefits. Each applicant must be approved by both committees to be eligible for benefits from the Society.
 - **Primary Selection Committee**

The Primary Selection Committee shall be composed of a minimum of 3 Board members. This committee shall review each application for benefits based on financial need. Beneficiaries must demonstrate their financial need by providing evidence of the medical, food and housing costs. Furthermore each applicant must provide personal and family financial information concerning insurance coverage, sources of income, personal net worth, etc. to establish to the satisfaction of the Primary Selection Committee a financial need.
 - **Medical Selection Committee**

The Medical Selection Committee shall be composed of a minimum 3 Members. Each Committee member must be a licensed physician, dentist, psychiatrist, or family counselor. Each Committee member must be currently licensed to practice their respective profession by the State in which they reside. This committee shall review each application for benefits based on the applicant's medical need. Beneficiaries must provide medical records to the committee.
2. Soliciting, screening & selection institutional beneficiaries (15% of time)
 - (a) The Society shall solicit applications for benefits from other 501(c)3 charities. These organizations must provide evidence of their current exempt tax status under Internal Revenue Code section 501(c)3 to be eligible to receive a grant from The Angel Society. Organizations whose primary purpose is similar to The Angel Society's purpose will be considered for grants.
3. Fundraising (10% of time)
 - (a) The Society will conduct on-going personal contact with an established network of individuals and organizations to solicit contributions to underwrite the cost of providing financial assistance to the financially needy.
 - (b) Initial fundraising activity commenced on July 14, 2001 with the Society's first fund-raiser (garden party & silent auction).
 - (c) Under the Directors' guidance, the Directors and other volunteers will undertake fundraising activity on behalf of the Society.

The Angel Society
Form 1023, Supplemental Schedule
Page 2, Part II, Line 2

1. Contributions from individuals, charitable trusts, private foundations and businesses.
2. Proceeds from fund raising events including admission fees, auction proceeds and event sponsorship.

The Angel Society
Form 1023, Supplemental Schedule
Page 2, Part II, Line 3

The Society does not intend on utilizing professional fundraisers.

It is anticipated that a fundraising committee will be established which will consist of numerous volunteers plus a Board member chairperson.

To date, the Society has hosted two fund raising events (July 14, 2001 "Garden Party" and September 23, 2001 Memorial Service for individuals killed in the "911 terrorist attack") and has accepted contributions from various individuals and businesses.

In the future, it is anticipated that a significant portion of the Society's funding will come from contributions solicited through direct mailings. The Society plans on developing its own mailing list.

Solicitation of contributions from charitable trusts, private foundations and businesses will be done through direct mail, telephone solicitation, grant applications and personal contact. Businesses will be solicited for contributions, grants & sponsorships.

AGREEMENT TO AMEND

As a part of our application for recognition of exemption from federal income tax, we agree to make the following amendment to our organizing document. Since we are incorporated, the amendment will be filed with and approved by the appropriate state official.

The Angel Society
 Name of Organization
Kenneth M. Dial
 Signature of Officer or Person
 Holding Power of Attorney
10/31/01
 Date

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The Angel Society
Form 1023, Supplemental Schedule
Page 4, Part II, Line 12b

The individual recipients of funds will be in need of financial assistance and have medical needs which can not be funded through other financial resources. These individuals will be required to present to the Medical Selection Committee evidence of their medical need (if any). All applicants for benefits will be required to submit to the Primary Selection Committee evidence of their financial need. Such applicants shall provide this information in the form of signed statements of net worth, third party references, copies of tax returns and W-2's, evidence of current eligibility for welfare benefits, etc.

4. Give the following information about the organization's governing body:

<u>a. Names, addresses, and titles of officers, directors, trustees, etc.</u>	<u>b. Annual Compensation</u>
Janice C. Zikakis , President/Director 1346 Judy Drive Troy, Michigan	NONE
Jasveen Kaur Dhadli, M.D. , Vice President/Director 5166 Serena Drive Troy, Michigan	NONE
Shirley Darge , Secretary 6273 Rochester Road Troy, Michigan	NONE
George D. Zikakis , Treasurer/Director 1346 Judy Drive Troy, Michigan	NONE
Ann Toth , Assistant Treasurer 2312 Niagara Troy, Michigan	NONE
Kenneth M. Dial , Director 1565 Heatherwood Troy, MI 48098	NONE
Dennis Green, D.P.M. , Director 1476 Highpointe Ct. Rochester Hills, MI 48306-1626	NONE

The Angel Society, Inc.
Profit & Loss
 January through December 2004

	Jan - Dec 04
Ordinary Income/Expense	
Income	
Car Cruise Revenue	
Other	20.00
Total Car Cruise Revenue	20.00
Chili/Salsa Fest	
Auction	110.00
Donations	67.00
Postage	-37.00
Tickets	60.00
Total Chili/Salsa Fest	200.00
Cruise Dinner Revenue	
Ad	300.00
Donors	730.00
Silent Auctions	1,840.00
Ticket Sale	4,925.00
Total Cruise Dinner Revenue	7,795.00
Fundraisers	
Lord and Taylor Bash	416.45
T-Birds Chicken & Ribs	44.30
Total Fundraisers	460.75
Total Income	8,475.75
Gross Profit	8,475.75
Expense	
Bank Service Charges	
Credit Card Chgs	286.48
Bank Service Charges - Other	4.00
Total Bank Service Charges	290.48
Car Cruise	
Raffle	-15.00
Total Car Cruise	-15.00
Children	2,500.00
Chili/Salsa Fest with Motorcycl	
Permit	38.00
Chili/Salsa Fest with Motorcycl - Other	28.07
Total Chili/Salsa Fest with Motorcycl	66.07
Dinner Cruise	
Event Supplies	6.30
Food	160.37
Office Supplies	25.50
Postage	112.75
Printing	523.13
Rental	2,457.00
Silent Aucttion	442.36
Total Dinner Cruise	3,727.41
Insurance	
Liability Insurance	896.25
Total Insurance	896.25
Lease	
Credit Card Machine	263.95
Total Lease	263.95
Miscellaneous	50.00
Office Expense	
Postage and Delivery	37.00
Printing and Reproduction	28.62
Total Office Expense	65.62

2:59 PM
11/29/05
Accrual Basis

The Angel Society, Inc.
Profit & Loss
January through December 2004

	Jan - Dec 04
Professional Fees	
Legal Fees	385.00
Total Professional Fees	385.00
Total Expense	8,229.78
Net Ordinary Income	245.97
Net Income	245.97

8:59 AM
05/13/04
Accrual Basis

The Angel Society, Inc.
Profit & Loss
January through December 2003

	Jan - Dec 03
Ordinary Income/Expense	
Income	
Car Cruise Revenue	
Contributions	143.00
Other	431.50
Silent Auction	215.00
Total Car Cruise Revenue	789.50
Cruise Dinner Revenue	
Donors	1,300.00
Silent Auctions	2,480.00
Ticket Sale	3,165.00
Total Cruise Dinner Revenue	6,945.00
Lord and Taylor Bash	80.00
Telly's Fundraiser	61.94
Total Income	7,876.44
Gross Profit	7,876.44
Expense	
Bank Service Charges	
Credit Card Chgs	175.60
Bank Service Charges - Other	5.00
Total Bank Service Charges	180.60
Car Cruise	
Advertise	500.00
Other	283.91
Plaques /dash plates	354.00
Printing	324.09
Raffle	15.00
Total Car Cruise	1,477.00
Dinner Cruise	
Office Supplies	83.21
Postage	37.00
Printing	136.67
Rental	2,100.00
Total Dinner Cruise	2,356.88
Dues and Subscriptions	45.00
Insurance	
Liability Insurance	991.25
Total Insurance	991.25
Lease	
Credit Card Machine	161.04
Total Lease	161.04
Office Expense	
Postage and Delivery	37.00
Total Office Expense	37.00
Professional Fees	
Legal Fees	308.49
Total Professional Fees	308.49
Total Expense	5,557.26
Net Ordinary Income	2,319.18
Net Income	2,319.18

8:59 AM
05/13/04
Accrual Basis

The Angel Society, Inc.
Balance Sheet
As of December 31, 2003

	<u>Dec 31, 03</u>
ASSETS	
Current Assets	
Checking/Savings	
General Acct.-Midwest Guaranty	5,751.57
Total Checking/Savings	<u>5,751.57</u>
Total Current Assets	<u>5,751.57</u>
TOTAL ASSETS	<u><u>5,751.57</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	3,432.39
Net Income	2,319.18
Total Equity	<u>5,751.57</u>
TOTAL LIABILITIES & EQUITY	<u><u>5,751.57</u></u>

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES		
Date Received JUN 25 2001	(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.		
Name GEISINGER + DIAL, P.L.C.		
Address 201 WEST BIG BEAVER, SUITE 1120		
City TROY	State MI	Zip Code 48084
EFFECTIVE DATE:		

FILED
JUN 27 2001
Administrator
BUREAU OF COMMERCIAL SERVICES

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

765868

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: **THE ANGEL SOCIETY**

ARTICLE II

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

PROVIDE FINANCIAL AID TO INDIVIDUALS IN NEED OF MEDICAL CARE.

ARTICLE III

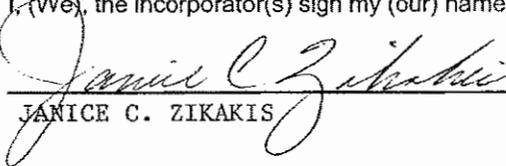
1. The corporation is organized upon a NONSTOCK basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

N/A. 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:

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.

I, (We), the incorporator(s) sign my (our) name(s) this 20 day of JUNE 2001.



JANICE C. ZIKAKIS

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)	
	FILED	
	NOV 07 2001	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	Administrator BUREAU OF COMMERCIAL SERVICES	
GEISINGER + DIAL, P.L.C.		
Address		
201 WEST BIG BEAVER, SUITE 1120		
City	State	Zip Code
TROY	MI	48084
EFFECTIVE DATE:		

Trans: 3762851-1 11/02/01
CHK#: 1005 \$10.00
11/07/01

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED 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 Restated Articles:

1. The present name of the corporation is:	<u>THE ANGEL SOCIETY</u>
2. The identification number assigned by the Bureau is:	<u>765868</u>
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	<u>JUNE 27, 2001</u>

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:	<u>THE ANGEL SOCIETY</u>
---------------------------------	--------------------------

ARTICLE II

The purpose or purposes for which the corporation is organized are:	<u>PROVIDE FINANCIAL AID TO INDIVIDUALS IN NEED OF MEDICAL CARE.</u>
---	--

PC

ARTICLE III

1. The corporation is organized on a NONSTOCK basis.
(stock or nonstock)

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is N/A. 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:

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

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

(The valuation of the above assets was as of _____, _____)
The corporation is to be financed under the following general plan:
SOLICIATION FROM GENERAL PUBLIC, FUNDRAISERS, CORPORATE SPONSORSHIPS, ETC.

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

ARTICLE IV

1. The address of the registered office is:
1346 JUDY DRIVE, TROY, Michigan 48083
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:
SAME AS ABOVE, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent is: JANICE C. ZIKAKIS

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

SEE ATTACHED

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 _____, _____, 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.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

- b. These Restated Articles of Incorporation were duly adopted on the 31ST day of OCTOBER, 2001 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 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)

Signed this 31 day of Oct., 2001

By Janice C. Zikakis
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JANICE C. ZIKAKIS
(Type or Print Name)

PRESIDENT
(Type or Print Title)

The Angel Society
Form BCS/CD-511
Restated Articles of Incorporation
For use by Domestic Nonprofit Corporations
Supplemental Schedule

ARTICLE V

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c) (3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section on any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Form **872-C**

(Rev. September 1998)

Department of the Treasury
Internal Revenue Service

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

(See instructions on reverse side.)

OMB No. 1545-0056

To be used with
Form 1023. Submit
in duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

THE ANGEL SOCIETY
(Exact legal name of organization as shown in organizing document)
1346 JUDY DRIVE
TROY, MI 48083-5228
(Number, street, city or town, state, and ZIP code)

and the

District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year DECEMBER 31, 2001
(Month, day, and year)

Name of organization (as shown in organizing document)	Date
THE ANGEL SOCIETY	10/09/01
Officer or trustee having authority to sign	Type or print name and title
Signature <i>Janice C. Zikakis</i>	JANICE C. ZIKAKIS
For IRS use only	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date
Steven T. Miller Director, Exempt Organization	OCT 31 2001

By *Arthur J. Burke* Group Manager

For Paperwork Reduction Act Notice, see page 7 of the Form 1023 Instructions.

THE ANGEL SOCIETY

BYLAWS

I. Statement of Purpose

The Angel Society (the Corporation) is organized exclusively for charitable purposes. Within these limits, the Corporation aims to provide financial assistance directly and indirectly to individuals in need. Such individuals shall be individuals who are in need of health care, medication, food or shelter.

The Board of Directors, and their immediate family members are prohibited from receiving any assistance from this Corporation.

The Corporation will further the above-stated claims by supporting and instigating efforts in advocacy in both the private and public sectors. The Corporation will raise funds and encourage volunteer services to accomplish its purposes. In these efforts, the Corporation will look, in compliance with local, federal, and international laws, to private and public entities, individuals, governmental institutions, secular and non-secular entities, and profit, not-for-profit or non-profit institutions.

Notwithstanding any other provision of the Corporation's Mission Statement, Articles or By-Laws, 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 (or the corresponding provision of any future United States internal revenue law) or (b) the Michigan Nonprofit Corporation Act, M.C.L. § 450.2101, et. seq. (or the corresponding provision of any future Michigan nonprofit law).

II. Offices

The principal office of the Corporation shall be at 1346 Judy Drive, Troy, Michigan 48083. The Directors may establish other corporate offices from time to time at any other locations.

III. Directors

The Corporation is a Michigan nonprofit corporation organized on a non-stock, directorship basis. The Corporation shall be governed by a Board of not less than three nor more than nine directors, to be nominated and elected by the Board of Directors, with positions organized into staggered terms so that an equal number of membership terms shall expire each year. Terms of office shall commence as of the date of each annual meeting and shall continue until the date of the annual meeting three years later. Vacancies on the Board of Directors may be filled at any time.

IV. Meetings of Directors

A. Annual Meetings. There shall be an annual meeting of the Board of Directors once in each calendar year at a time and place designated by the President or by the Board of Directors upon reasonable notice for the purpose of electing Directors and Officers and transacting any other business.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors at any time upon reasonable notice for any purpose.

C. Quorum and Voting. A majority of the Directors shall constitute a quorum, and the affirmative vote of a majority of the Directors shall be required to pass any motion.

THE ANGEL SOCIETY

BYLAWS

D. Participation of Directors. A Director may participate in any regular or special meeting by means of a conference telephone or similar communications equipment by which all Directors can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

E. Attendance and Waiver. The attendance of a Director at a meeting shall constitute waiver of any notice of the meeting or its purposes, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Additionally, a Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

F. Consent to Board Actions. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all Directors then in office consent thereto in writing. The written consents shall be filed with the minutes or other documents establishing a record of the action. The consents shall have the same effect as a vote of the Board for all purposes.

V. Officers

A. Designation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and may include one or more Assistant Secretaries and one or more Assistant Treasurers. The same individual may hold more than one office. Each officer shall perform the duties customarily associated with the designated office and as delegated by the Board of Directors.

B. Terms of Office. The terms of office of each officer shall be of indefinite duration, commencing as of the date of appointment and continuing until a successor is appointed.

C. Appointments. The Board of Directors may appoint the officers of the Corporation at any annual or special meeting. If vacancies in any office occur between annual or special meetings the President may make interim appointments as necessary to assure the continuity of business activities.

D. Authority. The Board of Directors may delegate general or limited authority to designated officers to execute documents, enter into contracts, receive and deposit funds, disburse funds, and transact business on behalf of the Corporation. In the absence of a specific delegation of authority, the President and Treasurer are authorized to carry out any administrative act on behalf of the Corporation by joint action.

VI. Fund Raising

The Corporation shall raise funds by soliciting charitable contributions and by sponsoring fund raising events. The Corporation shall not engage in taxable unrelated business activities.

VII. Investments and Distributions

The officers will deposit all funds received by the Corporation in one or more bank or investment accounts in the name of the Corporation. Contributions of tangible and intangible real or personal property shall be liquidated as soon as reasonably possible to generate cash for deposit. Contributions may be allocated entirely or in part to current operations, grants to tax-exempt charitable organizations, or to an invested reserve for future operations and grants, as determined from time to time by the Board of Directors.

THE ANGEL SOCIETY

BYLAWS

VIII. Programs and Grants

The Corporation will engage in programs to provide financial assistance for payment of medical expenses, food and shelter. These programs may be sponsored directly by the Corporation, or indirectly by providing support to other entities. Financial support, if provided indirectly to other entities, shall be provided only to entities which are tax-exempt units of government or charitable organizations which are tax-exempt under Section 501 (c)(3) of the Internal Revenue Code.

IX. Books and Records

The Corporation shall maintain financial records and minutes of its proceedings at its business office. All such records shall be available for inspection by the Directors for any purpose at any reasonable time.

X. Fiscal Year

The fiscal year of the Corporation shall be the calendar year 2001.

XI. Indemnity/Insurance

A. Indemnity. The Angel Society shall indemnify any Director, Officer, employee, or agent of the Corporation, as appropriate, under the provisions of the Michigan Non-Profit Corporation Act.

B. Insurance. The Angel Society may purchase and maintain liability insurance on behalf of any Director, Officer, employee, or agent of the Corporation, without regard to whether the Corporation would have the power to indemnify such person.

XII. Amendments

The Bylaws may be amended from time to time by action of the Board of Directors.

Adopted by the Board of Directors on, October 9, 2001.