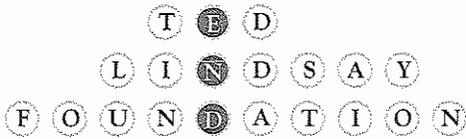


# Memorandum

To: John Szerlag, City Manager  
From: John M. Lamerato, Assistant City Manager/Finance and Administration  
Tonni L. Bartholomew, City Clerk  
Date: May 16, 2005  
Subject: Request for Recognition as a Nonprofit Organization Status for the Purpose of  
Hosting a Raffle on Behalf of the Ted Lindsay Foundation to End Autism

---

Attached is a request from Ted Lindsay of the Ted Lindsay Foundation seeking recognition as a non-profit organization for the purpose of obtaining a charitable gaming license in order to sponsor a raffle on behalf of the Ted Lindsay Foundation to End Autism in conjunction with their 5<sup>th</sup> Annual Celebrity Golf Outing. It has been City Management's practice to support the approval of such requests.



Autism *find a cure*

April 26, 2005

RE: Ted Lindsay Foundation Car Raffle

Mayor Louise Schilling  
500 W. Big Beaver Road  
Troy, MI 48084



Dear Mayor Schilling,

Five years ago I established the Ted Lindsay Foundation, a charitable organization under Section 501 (c) (3) of the Internal Revenue Code, with John Czarnecki, the father of a 7-year-old child with Autism, a lifelong neurological disorder that currently affects over 500,000 families in the United States. In the 1970's, 1 in 10,000 children suffered from Autism, however, up-to-date research has revealed those numbers have drastically changed to a staggering 1 in 150. With these figures reaching epidemic proportions, it has inspired us to battle Autism toe-to-toe. This is a challenging battle, a battle we refuse to lose.

I have personally fought many battles during my NHL career, but none is as meaningful and noteworthy as the current battle to defeat Autism. Your support is vital to our success in accomplishing our mission and protecting children from contracting this disorder. While half of the children with Autism never learn to speak, your actions and support will speak loudly, conveying a clear message to these children and their families who need your help, and they thank you.

A local car dealership has agreed to donate a vehicle to my foundation for us to raffle this fall. We are planning to complete this raffle on September 12<sup>th</sup>, 2005 at our 5<sup>th</sup> annual celebrity golf outing. Funds raised through this raffle will assist research programs focusing on the cause and treatment of Autism.

I realize you and the city council are busy with your daily duties running the city, however, I hope you will join us in our fight against Autism. If you need additional information, please contact Cheryl Ash at (248) 619-1733 at your convenience.

Sincerely,

A handwritten signature in black ink that reads 'Ted Lindsay'.

Ted Lindsay



Charitable Gaming Division  
 Box 30023, Lansing, MI 48909  
 OVERNIGHT DELIVERY:  
 101 E. Hillsdale, Lansing MI 48933  
 (517) 335-5780  
 www.michigan.gov/cg

## LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES

(Required by MCL 432.103(9))

At a \_\_\_\_\_ meeting of the \_\_\_\_\_  
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by \_\_\_\_\_ on \_\_\_\_\_  
DATE

at \_\_\_\_\_ a.m./p.m. the following resolution was offered:  
TIME

Moved by \_\_\_\_\_ and supported by \_\_\_\_\_

that the request from \_\_\_\_\_ of \_\_\_\_\_,  
NAME OF ORGANIZATION CITY

county of \_\_\_\_\_, asking that they be recognized as a  
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining a charitable

gaming license, be considered for \_\_\_\_\_.  
APPROVAL/DISAPPROVAL

**APPROVAL**

**DISAPPROVAL**

Yeas: \_\_\_\_\_

Yeas: \_\_\_\_\_

Nays: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

Absent: \_\_\_\_\_

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

adopted by the \_\_\_\_\_ at a \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on \_\_\_\_\_  
DATE

SIGNED: \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE CLERK

\_\_\_\_\_  
PRINTED NAME AND TITLE

\_\_\_\_\_  
ADDRESS

COMPLETION: Required.  
 PENALTY: Possible denial of application.

Form **1023**  
(Rev. September 1998)  
Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0056  
*Note: If exempt status is approved, this application will be open for public inspection.*

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

<b>1a</b> Full name of organization (as shown in organizing document) Ted Lindsay Foundation		<b>2</b> Employer identification number (EIN) (If none, see page 3 of the <b>Specific Instructions</b> .) Applied for
<b>1b</b> c/o Name (if applicable) John Czarnecki		<b>3</b> Name and telephone number of person to be contacted if additional information is needed Nathan Upfal (248 ) 433-2576
<b>1c</b> Address (number and street) 1819 E. Big Beaver Road	Room/Suite	
<b>1d</b> City, town, or post office, state, and ZIP + 4. If you have a foreign address, see <b>Specific Instructions</b> for Part I, page 3. Troy, MI 48083-2015		<b>4</b> Month the annual accounting period ends December
<b>1e</b> Web site address		<b>5</b> Date incorporated or formed
<b>7</b> Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation.		<b>6</b> 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)
<b>8</b> Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation (see page 3 of the <b>Specific Instructions</b> ).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>9</b> Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		<input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

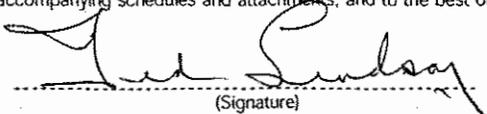
**10** Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See **Specific Instructions** for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- 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

  
(Signature)

Ted Lindsay, President

(Type or print name and title or authority of signer)

4/20/01

(Date)

**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 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 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)

- 10 If 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.

N/A

- 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 (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year Date .....
<b>Assets</b>		
1	Cash . . . . .	1,000
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	<b>Total assets</b> (add lines 1 through 10) . . . . .	1,000
<b>Liabilities</b>		
12	Accounts payable . . . . .	
13	Contributions, gifts, grants, etc., payable . . . . .	
14	Mortgages and notes payable (attach schedule) . . . . .	
15	Other liabilities (attach schedule) . . . . .	
16	<b>Total liabilities</b> (add lines 12 through 15) . . . . .	0
<b>Fund Balances or Net Assets</b>		
17	Total fund balances or net assets . . . . .	
18	<b>Total liabilities and fund balances or net assets</b> (add line 16 and line 17) . . . . .	1,000

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 . . . . .

ATTACHMENT TO APPLICATION FOR RECOGNITION OF EXEMPTION UNDER  
SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE (FORM 1023)  
FOR  
TED LINDSAY FOUNDATION

PART I, LINE 2

Form SS-4 was submitted by facsimile (859-292-5760) to the Internal Revenue Service on April 20, 2001.

PART II, LINE 1

The Ted Lindsay Foundation (the "Organization") was formed for the purpose of raising funds to make grants and contributions and provide financial assistance to other organizations which are tax exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as currently in effect or as the same may be amended or replaced from time to time (the "Code"), and which promote and foster health, education or welfare, ease the suffering of the sick, distressed or poor, and/or prevent cruelty to children.

The founders of the Organization are especially concerned with providing assistance on behalf of children with autism and developmental disabilities. As a result, they have dedicated themselves to raising funds for the purpose of promoting and fostering health, education or welfare, easing the suffering of the sick, distressed or poor, and preventing cruelty to children.

By bringing together concerned parents, physicians and others, the Organization hopes to leverage a diverse and influential group of contacts in order to raise funds and distribute these funds to other charitable, tax exempt organizations with similar goals. The Organization will only accept funds on the condition that they be applied for exempt purposes. (See National Foundation Inc. v. U.S., (1987, Cl Ct), 60 AFTR 2d 87-5926, 13 Cl Ct 486, 87-2 USTC ¶9602. A foundation which raised funds and made contributions to other tax exempt organizations was held to be exempt.) (Also see Rev Rul 67-149, 1967-1 CB 133; Rev Rul 68-489, 1968-2 CB 210; Danz Charitable Trust, John, (1959) 32 TC 469, *affd* (1960, CA9) 6 AFTR 2d 6024, 284 F2d 726, 61-1 USTC ¶9114; Ohio Furnice Co Inc., (1955) 25 TC 179, *petition dismd* (1956, CA) *unpublished opinion*. A corporation formed to provide financial assistance to religious, charitable, educational, etc., organizations was exempt under Code Section 501(c)(3) even though it carried on no operations other than to receive contributions and incidental investment income and distribute its income to exempt organizations periodically.)

The Organization plans to conduct the following activities:

- (1) supporting charitable tax exempt organizations through gifts, grants and contributions; and
- (2) supporting scientific research through grants, gifts and contributions to public universities, hospitals and other exempt charitable organizations which are advancing the treatment of disease and clinical research of new and advanced diagnostic and treatment modalities.

PART II, LINE 2

The Organization will derive its support solely through charitable gifts, donations and grants from the general public, government and other tax exempt organizations.

PART II, LINE 3

The Organization plans to conduct a fund raising golf outing, dinner, or other event, and to invite the public to attend. In addition, the Organization will solicit contributions through direct mail and e-mail solicitations. These direct appeals have not yet been developed. The Organization will also consider other fundraising events such as carnivals or opening nights at plays or concerts.

Under the Organization's By-Laws, the Board of Directors will appoint a fundraising committee to supervise the Organization's fundraising efforts.

PART II, LINE 4(a)

Name and Address	Title	Compensation
Ted Lindsay 398 Longford Rochester Hills, MI 48309	President and Director	None
John Czarnecki 1819 E. Big Beaver Road Troy, Michigan 48083	Secretary, Treasurer and Director	None
Nathan Upfal Second Floor 121 W. Long Lake Road Bloomfield Hills, MI 48304	Director	None

PART II, LINE 8

At this time, the Organization has received one contribution of \$1,000 cash. The Organization has no other assets, but is permitted use of office space, a telephone, facsimile machine, computer and copy machine by the Organization's Secretary/Treasurer, with no charge to the Organization.

**TED LINDSAY FOUNDATION**  

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**(a Michigan not-for-profit corporation)**

**Financial Statements**

For the Year Ended  
December 31, 2003

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**STEWART FRANK, C.P.A., P.C.**  
30800 TELEGRAPH ROAD, SUITE 3833  
BINGHAM FARMS, MICHIGAN 48025-4545  
Phone: (248) 644-7400  
Fax: (248) 258-5567  
E-mail: [Stewart@frankcpa.com](mailto:Stewart@frankcpa.com)

TED LINDSAY FOUNDATION  
Year Ended, December 31, 2003

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## ACCOUNTANT'S REVIEW REPORT

The Board of Directors  
Ted Lindsay Foundation

I have reviewed the accompanying statement of financial position of Ted Lindsay Foundation (a Michigan not-for-profit corporation) as of December 31, 2003 and the related statements of activities and cash flows, for the year then ended in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of the Ted Lindsay Foundation.

A review consists principally of inquiries of the Organization's personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, I do not express such an opinion.

Based on my review, I am not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

August 19, 2004

**TED LINDSAY FOUNDATION**  
Statement of Financial Position  
December 31, 2003

**Assets**

Current Assets		
Cash and cash equivalents		\$ <u>78,149</u>
	Total assets	\$ <u>78,149</u>

**Liabilities and Net Assets**

Current Liabilities		
Accounts Payable		\$ 46,800
Net Assets		
Unrestricted		<u>31,349</u>
	Total liabilities and net assets	<u>\$ 78,149</u>

The accompanying notes are an integral part of these financial statements.

**TED LINDSAY FOUNDATION**

Statement of Activities

Year Ended December 31, 2003

**Changes in Unrestricted Net Assets**

Unrestricted Support

Contributions	\$	292,756
Donated Services		6,000
Annual Golf Outing and Photo Sales Revenues		104,476
Cost of Photo Printing		(14,911)
Direct Benefits to Outing Attendees		<u>(176,020)</u>
Total unrestricted support, net		212,301

Expenses

Program Expenses		170,900
Management and General		19,436
Fund-raising Expenses		<u>-</u>

Total expenses 190,336

Interest on Temporary Cash Investments 78

Increase in Unrestricted Net Assets 22,043

Net Assets at Beginning of Year 9,306

Net Assets at End of Year \$ 31,349

The accompanying notes are an integral part of these financial statements.

**TED LINDSAY FOUNDATION**  
Notes to Financial Statements  
For the Year Ended December 31, 2003

**Note 1: Nature of Organization and Significant Accounting Policies**

Ted Lindsay Foundation (the Organization) is a nonprofit organization dedicated to making contributions to 501(c)(3) organizations that promote and foster health, education or welfare, ease the suffering of the sick, distressed or poor, and /or prevent cruelty to children. Contributions are intended for and have thus far been made to organizations specifically related to autism research. Revenues are derived principally from the Organization's annual golf outing and related sales of sports memorabilia and from contributions.

Support and Expenses. Contributions received are measured at their fair values and are reported as an increase in net assets.

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets, or if they are designated as support for future periods. Thus far no such contributions have been received.

The Organization reports gifts of goods and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Thus far no gifts with such restrictions have been received.

Expenses are recorded when incurred in accordance with the accrual basis of accounting.

Donated Services, Goods and Facilities. A substantial number of volunteers have donated an unknown number of hours to the Organization's program services and fund-raising campaigns during the year; however, these donated services are not reflected in the financial statements since the services do not require specialized skills. Donated professional services (which include accounting and legal services) are reflected in the statement of activities at their fair value.

Materials and other assets received as donations are recorded and reflected in the accompanying financial statements at their fair values at the date of receipt.

Conditional Promises to Give. As of December 31, 2003 the Organization had received no conditional promises to give.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents. Cash and cash equivalents consist of cash held in the Organization's checking account and in a money market account. At year-end and throughout the year, the Organization's cash balances were deposited in one bank and with Smith Barney. Management believes the Organization is not exposed to any significant credit risk on its cash balances.

Income Taxes. The Organization is a nonprofit corporation whose revenue is derived from contributions and other fund-raising activities and is not subject to federal and state income taxes.

**TED LINDSAY FOUNDATION**  
Notes to Financial Statements  
For the Year Ended December 31, 2003

**Note 2: Functional Allocation of Expenses**

No portion of program expense resulted from allocation of fundraising or management costs. Therefore the usual allocation of functional expenses is not applicable. All of the Foundation's program expenses are in the form of direct cash grants to qualifying autism research entities.

During 2003, the Organization conducted program activities that also included requests for contributions. The cost to participate in the main fundraiser, the annual celebrity golf outing, includes the cost of a round of golf, dinner and a donation to the Organization the amount of which is dependent on the participant's desired level of contribution. Autographed photos are also sold as a method to raise funds. The direct costs related to the golf outing and the printing of the photos are included in the Statement of Activities as Direct Benefits to Outing Attendees.

**Note 3: Litigation**

As of December 31, 2003 and at the time of the issuance of this report, no legal actions were pending against the Organization.

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT*

*for*

*TED LINDSAY FOUNDATION*

*ID NUMBER: 772470*

*received by facsimile transmission on April 13, 2001 is hereby endorsed*

*Filed on April 13, 2001 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 13th day of April, 2001.*

A handwritten signature in cursive script, appearing to read "Andrew L. Mitchell".

*, Director*

*Bureau of Commercial Services*

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES 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.
Nathan Upfal Jackier, Gould, Bean, Upfal & Eizelman Second Floor, 121 West Long Lake Road Bloomfield Hills, Michigan 48304-2719		EFFECTIVE DATE:

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

### ARTICLES OF INCORPORATION For use by Domestic Nonprofit Corporations

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: TED LINDSAY FOUNDATION.

#### ARTICLE II

The corporation is organized under Act 162, Michigan Public Acts of 1982, (the "Nonprofit Corporation Act"), and will receive and administer funds for the following charitable, educational, scientific, and public health purposes:

The corporation shall make grants and gifts and otherwise provide financial assistance to other organizations which are qualified as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as currently in effect or as the same may be amended or replaced from time to time (the "Code"), and which promote and foster health, education or welfare, ease the suffering of the sick, distressed or poor, and/or prevent cruelty to children.

In furtherance of such specific purpose, the corporation is authorized to do any and all things permitted of a nonprofit corporation under the Nonprofit Corporation Act; provided, notwithstanding anything contained in these Articles of Incorporation to the contrary, the corporation's activities are subject to the limitations and restrictions set forth in Article IX.

#### ARTICLE III

- The corporation is organized on a nonstock basis.
- The description and value of the corporation's real property assets are: None  
 The description and value of the corporation's personal property assets are: None  
 The valuation of the above assets was as of April 13, 2001.
- The corporation is to be financed under the following general plan:

gifts, grants, and contributions from the general public, government and tax exempt organizations.

- 4. The corporation is organized on a directorship basis.

ARTICLE IV

- 1. The address of the registered office is Second Floor, 121 West Long Lake Road, Bloomfield Hills, MI 48304.
- 2. The name of the resident agent at the registered office is Nathan Upfal.

ARTICLE V

The period for which the corporation shall be created shall be perpetual.

ARTICLE VI

The name and address of the incorporator is Nathan Upfal, Second Floor, 121 West Long Lake Road, Bloomfield Hills, MI 48304.

ARTICLE VII

- 1. No volunteer director or volunteer officer of the corporation will be personally liable to the corporation for monetary damages for breach of the volunteer director's or volunteer officer's fiduciary duty; provided, however, that nothing in this Article VII shall be construed to eliminate or limit the personal liability of a volunteer director or volunteer officer of the corporation for any of 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;
  - (D) a transaction from which the director or officer derived an improper personal benefit;
  - (E) an act or omission occurring before the effective date of this provision granting limited liability; and/or
  - (F) an act or omission that is grossly negligent.
- 2. So long as this corporation is exempt from taxation under Code Section 501(c)(3), the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties.
- 3. Without limitation on the foregoing, the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this provision granting limited liability, if all of the following conditions 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; and
  - (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 Michigan Public Acts of 1956, being Michigan Compiled Laws Section 500.3135.

4. The repeal or modification of all or any part of this Article VII shall not adversely affect any right or protection of any volunteer director, volunteer officer, or other volunteer of the corporation pursuant to this Article VII existing at the time of, or for or with respect to, any acts or omissions occurring before the effective date of such repeal or modification.

#### ARTICLE VIII

Upon dissolution of the corporation, all of the remaining assets and properties of the corporation after payment or reservation of sufficient funds to pay the corporation's debts and obligations shall be distributed to one or more organizations which are then qualified as organizations described in Code Section 501(c)(3), as selected by the Board of Directors of the corporation. No director, trustee, officer, or other private individual shall receive or be entitled to receive any liquidating distribution of the remaining property and assets of the corporation.

#### ARTICLE IX

Notwithstanding any provision of these Articles of Incorporation to the contrary:

1. The corporation shall not engage in any activity which is prohibited under the Michigan Nonprofit Corporation Act.
2. The purposes of the corporation shall be exclusively charitable, scientific and educational within the meaning of Code Section 501(c)(3).
3. The corporation is intended to be and shall be operated and conducted as an organization which is exempt from federal income taxation under Code Section 501(c)(3).
4. The corporation shall not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial or significant part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation.
5. All of the earnings of the corporation shall be used exclusively for corporation purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual having a personal and private interest in the activities of the corporation.

I, the incorporator, sign my name on April 13, 2001.

  
Nathan Upfal

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

(Rev. September 1998)

Department of the Treasury  
Internal Revenue Service

(See instructions on reverse side.)

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,

-----**TED LINDSAY FOUNDATION**-----  
*(Exact legal name of organization as shown in organizing document)*  
 1819 E. Big Beaver Road  
 -----Troy, MI 48083-----  
*(Number, street, city or town, state, and ZIP code)*

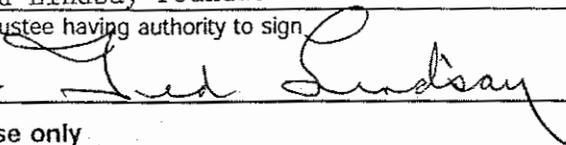
and the

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
Ted Lindsay Foundation	April 20, 2001
Officer or trustee having authority to sign	Type or print name and title
Signature ▶ 	Ted Lindsay, President
<b>For IRS use only</b>	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date

By ▶

BYLAWS OF  
TED LINDSAY FOUNDATION

ARTICLE 1                    CORPORATE ORGANIZATION

1.1     Name. The name of the corporation is: Ted Lindsay Foundation.

1.2     Incorporation. The corporation is a nonprofit corporation organized and existing under the laws of the State of Michigan.

1.3     Purposes. The corporation is organized under Act 162, Michigan Public Acts of 1982, as amended, (the "Nonprofit Corporation Act"), and will receive and administer funds for the following charitable, educational, scientific, and public health purposes:

The corporation shall make grants and gifts and otherwise provide financial assistance to other organizations which are qualified as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as currently in effect or as the same may be amended or replaced from time to time (the "Code"), and which promote and foster health, education or welfare, ease the suffering of the sick, distressed or poor, and/or prevent cruelty to children.

In addition, the corporation shall have all powers and is authorized to do any and all things permitted of a nonprofit corporation under the Nonprofit Corporation Act; provided, notwithstanding anything contained in these By-Laws to the contrary, the corporation's activities are subject to the following limitations and restrictions:

- (a)     The corporation shall not engage in any activity which is prohibited under the Michigan Nonprofit Corporation Act.
- (b)     The purposes of the corporation shall be exclusively charitable, scientific and educational within the meaning of Code Section 501(c)(3).
- (c)     The corporation is intended to be and shall be operated and conducted as an organization which is exempt from federal income taxation under Code Section 501(c)(3).
- (d)     The corporation shall not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial or significant part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation.
- (e)     All of the earnings of the corporation shall be used exclusively for corporation purposes, and no part of the net earnings of the corporation shall inure to the benefit of any private individual having a personal and private interest in the activities of the corporation.

1.4     Offices. The registered office of the corporation is presently located at 1819 E. Big Beaver Road, Troy, Michigan 48083. The corporation may have such offices, either within or outside the State of Michigan, as the board of directors may designate or as the business of the corporation may require from time to time.

## ARTICLE 2

## BOARD OF DIRECTORS

2.1 Directorship Basis of Organization. The corporation is organized on a directorship basis; accordingly, the affairs of the corporation shall be managed and directed by the board of directors of the corporation. The board of directors shall be the governing body of the corporation. The corporation shall not have "members" within the meaning of the Act. The corporation is not authorized to issue capital stock.

2.2 Number of Directors. The number of members of the board of directors of the corporation shall be not less than 1 and not more than 7, not including ex-officio members and honorary appointed members.

2.3 Qualification. Each member of the board of directors shall promote and serve the interests of the corporation and the community served by the corporation. Members of the board of directors need not be residents of the State of Michigan.

2.4 Classes of Directors. The board of directors shall be divided into the following three classes:

2.4.1 Elected Directors. The term "elected directors" shall refer to those members of the board of directors who shall be elected by those members of the board of directors whose terms are not then expiring; except, however, the first board of directors will be appointed by the sole incorporator of the corporation.

2.4.2 Ex-Officio Directors. Each former President of the corporation shall be an ex-officio director, with full voting power, for his lifetime.

2.4.3 Honorary Appointed Directors. From time to time, the President of the corporation may appoint one or more individuals to serve as honorary appointed directors of the corporation; provided, however, that not more than three (3) honorary appointed directors shall serve on the board of directors at any one time. Each honorary appointed director shall serve for a term of one year, and shall be a voting member of the board of directors, and shall possess all other privileges of a member of the board of directors.

2.5 Tenure

2.5.1 Term. Each member, other than an ex-officio member and an honorary appointed member, of the board of directors shall serve for a term of three (3) years and until his successor is elected and qualified or until his earlier resignation or removal; except, however, that each member of the board of directors appointed by the incorporator in accordance with Section 2.4.1 shall serve for the term so designated by the incorporator in writing at the time of such appointment.

2.5.2 Consecutive Terms. Each member of the board of directors shall be eligible to serve on the board of directors for an unlimited number of consecutive terms.

2.5.3 Resignation. Each member, including an ex-officio member and an honorary appointed member, of the board of directors may resign by written notice to the corporation, effective upon the date of receipt thereof or at a subsequent date specified in such notice.

2.5.4 Removal by Board of Directors. The board of directors may remove any director (including an honorary appointed member), with or without cause, by the affirmative vote of not less than two-thirds of the remaining members of the board of directors.

2.5.5 Vacancy. If a vacancy occurs on the board of directors, for any reason including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of the remaining directors in office (even if less than a quorum). A vacancy that will occur at a specific date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs but the newly elected or appointed director may not take office until the vacancy occurs.

## 2.6 Election of Directors

2.6.1 Nominating Committee. Not later than sixty (60) days prior to each annual meeting, the President of the corporation shall appoint a Nominating Committee composed of not less than one director (whose term is not then ending). Unless otherwise determined by the board of directors, the immediate past president shall serve as Chairperson of the Nominating Committee.

2.6.2 Nomination of Elected Directors. Not later than thirty (30) days prior to the annual meeting, the Nominating Committee shall present to the board of directors a list of qualified nominees to fill the terms then expiring or vacant.

2.6.3 Election of Directors. At each annual meeting, the directors whose terms are not then expiring shall elect directors, by the affirmative vote of not less than a majority of the directors whose terms are not then expiring, to fill the terms then expiring or vacant from the list of nominees presented by the Nominating Committee. In addition, additional nominees may be nominated from the floor by the affirmative vote of not less than one-fourth of the directors whose terms are not then expiring.

2.7 Annual Meeting. The annual meeting of the board of directors shall be held at such time and on such date within the month of March of each calendar year (commencing in 2002) as the board of directors shall determine, for the purposes of:

- (a) electing the officers and directors (to fill vacancies then occurring), and
- (b) the transaction of such business as may properly come before the meeting.

2.8 Regular Meetings. Regular meetings of the board of directors may be held at such time and place as shall be determined from time to time either (a) by a majority of the directors, or (b) the President.

2.9 Special Meetings. Special meetings of the board of directors may be called by the President, and shall be called by the President at the written request of not fewer than one-third (1/3) of the members of the board of directors.

2.10 Notice. Notice stating the place, day and hour of each regular and special meeting of the board of directors shall be delivered not less than two (2) days before the date thereof, either personally or by mail, overnight delivery, telephone or facsimile, to each member of the board of directors of record. If mailed, such notice shall be deemed to be delivered when deposited in the

United States mail, addressed to the director at his address as it appears on the records of the corporation, with postage prepaid.

2.11 Waiver of Notice. Any director may waive notice of any meeting by written statement signed before or after the holding of the meeting. Attendance of a director at (or participation in) a meeting shall constitute a waiver of notice of such meeting, unless at the beginning of the meeting or upon the director's arrival at the meeting, he objects to the transaction of business at the meeting for the express reason that the meeting is not lawfully called or convened and he does not thereafter vote for or assent to any action taken at the meeting.

2.12 Quorum. One third (1/3) of the number of directors then in office (but not less than two directors) shall constitute a quorum at any meeting of board of directors; however, if less than one-third (1/3) of the number of directors then in office is present at a meeting (or, if greater, two directors), a majority of the directors present may adjourn the meeting from time to time without further notice.

2.13 Participation by Means of Electronic Communication. A member of the board of directors may participate in any meeting by means of a conference telephone or similar electronic communication equipment, so long as (a) all persons participating in the meeting can hear each other, (b) all participants are advised of the communications equipment, and (c) the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

#### 2.14 Action by Board of Directors

2.14.1 At a Meeting. Unless otherwise required by the Act, the Articles of Incorporation, or these Bylaws, the vote of the majority of the directors present at a meeting at which a quorum is present constitutes the action of the board of directors.

2.14.2 Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if, before or after the action, all members of the board of directors then in office consent to the action in writing. Such written consent shall be filed with the minutes of the proceedings of the board of directors. The written consent has the same effect as a vote of the board of directors for all purposes.

2.15 Presumption of Assent. Each director who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have concurred in that action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to the action with the secretary of the meeting before or promptly after the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action. A director who is absent from a meeting of the board or directors at which any such action is taken is presumed to have concurred in the action unless he files his dissent with the secretary of the corporation within a reasonable time after he has knowledge of the action.

#### 2.16 Committees

2.16.1 Delegation of Powers. The board of directors may designate one or more committees, in accordance with these Bylaws. No committee shall take or permit any act or action which may not be taken or permitted by the board of directors by these Bylaws, the Articles of Incorporation or applicable law. Subject to such restriction, any committee shall have and may

exercise all powers and authority of the board of directors in the management of the business and affairs of the corporation, as authorized and directed by the board of directors; except, further, that no such committee shall have the power or authority to:

- (a) amend or restate the Articles of Incorporation and/or Bylaws;
- (b) adopt a plan of merger or consolidation;
- (c) approve the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the corporation;
- (d) approve the liquidation or dissolution of the corporation or a revocation of a dissolution;
- (e) elect directors or fill vacancies on the board of directors.

The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

2.16.2 Executive Committee. The committees shall include an Executive Committee, whose members shall include the immediate past president of the corporation (who shall act as chairman of the Executive Committee), each officer of the corporation, and two at-large members appointed by the President of the corporation. The at-large committee members shall be directors of the corporation. The Executive Committee shall have and possess all powers of the board of directors, and shall act for and on behalf of the board of directors during the intervals between meetings of the board of directors, except to the extent limited under the Act and except as otherwise expressly restricted by the board of directors from time to time.

2.16.3 Fundraising Committee. The committee shall include a Fundraising Committee, whose members shall be appointed by the Board of Directors. This committee shall be responsible for supervising the corporation's public fundraising campaigns and efforts.

2.17 Advisory Panel. The board of directors may establish one or more advisory panels, to be comprised of one or more political, business, education, professional, and other community leaders. Such advisory panels shall be charged with advising and assisting the board of directors with the formulation and implementation of the corporation's long range planning, policies, and objectives, and shall otherwise act as a liaison between the corporation and the general political, business, education, and professional communities. The advisory panel members shall not be members of the board of directors, and shall not have voting rights on the board of directors.

## ARTICLE 3                      OFFICERS

3.1 Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer. The board of directors may also elect such other officers and assistant officers, including a President-Elect, and one or more Vice-Presidents, Assistant Treasurers or Assistant Secretaries, as it deems necessary for the transaction of the business of the corporation.

3.2 Filling More Than One Office. Any two offices of the corporation may be held by the same person; provided, however, that no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by applicable law to be executed, acknowledged or verified by two or more officers.

3.3 Election of Officers. The first officers of the corporation will be appointed by the sole incorporator, to hold office until the next following annual meeting of the board of directors. Thereafter, the officers of the corporation will be elected at each annual meeting of the board of directors, after the election of directors, to fill the term of those whose terms are expiring, the directors (including those then just elected and excluding those who are outgoing) shall elect officers, to fill the offices of the corporation; except, however, at each annual meeting the officers to be elected shall not include the President if a President-Elect was elected at the preceding annual meeting and remains in office at the time. If a President-Elect is elected, and if he remains in office at the time of the next annual meeting, he shall automatically succeed to the office of President.

### 3.4 Tenure

3.4.1 Term. The corporation's President shall hold office for a term of two (2) years and until his successor is elected and qualified (or until his successor automatically takes office, in the case of the succession of the President-Elect to President), or until his earlier resignation or removal. Each other officer shall hold office for a term of one (1) year and until his successor is elected and qualified, or until his earlier resignation or removal.

3.4.2 Consecutive Terms. Each officer shall be eligible to serve on the board of directors for an unlimited number of consecutive terms; except, however, in the case of the succession of the President-Elect to the office of President.

3.4.3 Resignation. Each officer may resign by written notice to the board of directors, effective upon the date of receipt thereof or at a subsequent date specified in such notice.

3.4.4 Removal. The board of directors may remove any officer, with or without cause, by the affirmative vote of not less than a majority of the members of the board of directors. Such removal shall be without prejudice to the right, if any, of the person so removed to recover damages for breach of contract (if applicable). Election or appointment of an officer or agent shall not of itself create any contract rights.

3.4.5 Vacancy. The board of directors may fill any vacancy in any office, occurring for any reason, for the unexpired portion of the term.

### 3.5 Description of Offices

3.5.1 President. The President shall be the principal executive officer of the corporation and, subject to the control of the board of directors (and Chairman, if applicable), shall in general manage and direct the day-to-day business and affairs of the corporation. In the absence of the Chairman, the President shall preside at all meetings of the board of directors. The President shall possess and exercise such other powers as are incident to such office and as may be assigned to him from time to time by the board of directors and as are expressly set forth in these Bylaws or in the Articles of Incorporation.

3.5.2 President-Elect. If elected by the board of directors, and in the absence of the President or in the event of the death, inability or refusal to act of the President, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall possess and exercise

such other powers as may be assigned to him from time to time by the board of directors or as are expressly set forth in these Bylaws or in the Articles of Incorporation.

3.5.3 Vice-President. The board of directors may elect one or more Vice-Presidents. In the absence of the President and President-Elect (if applicable) or in the event of the death, inability or refusal to act of the President and President-Elect (if applicable), the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall possess and exercise such other powers as may be assigned to him from time to time by the board of directors or as are expressly set forth in these Bylaws or in the Articles of Incorporation.

3.5.4 Treasurer. Subject to the supervision of the President of the corporation, the Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation;
- (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever;
- (c) deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and
- (d) in general perform all of the duties incident to the office of Treasurer.

In addition, the Treasurer shall possess and exercise such other powers as may be assigned to him from time to time by the President or board of directors or as are expressly set forth in these Bylaws or in the Articles of Incorporation. If required by the board of directors, the Treasurer shall give a bond, for the faithful discharge of his duties, in such sum and with such surety or sureties as the board of directors shall determine.

3.5.5 Secretary. Subject to the supervision of the President of the corporation, the Secretary shall:

- (a) keep the minutes of the proceedings of the meetings of the board of directors in one or more books provided for that purpose;
- (b) assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records; and
- (d) in general perform all duties incident to the office of Secretary.

In addition, the Secretary shall possess and exercise such other powers as may be assigned to him from time to time by the President or board of directors or as are expressly set forth in these Bylaws or in the Articles of Incorporation.

3.6 Fidelity Bond. The board of directors may require the fidelity of any or all of the officers of the corporation by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the board of directors.

## ARTICLE 4

## PROTECTION OF EXEMPT STATUS

4.1 Prohibited Activities. Notwithstanding any other provision of these Bylaws, neither this corporation, nor any director, officer, or committee member will conduct or carry on or permit any activities which are not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and the regulations established pursuant thereto.

4.2 Prohibition Against Private Inurement. No director, officer, committee member, employee, or agent of the corporation, nor any other private individual, will receive any of the net earnings derived from the operation of the corporation's business and affairs, or any other assets or property of the corporation, at any time (whether in the course of the conduct of the corporation or upon dissolution); provided, however, that this will not prevent the payment of reasonable compensation or consideration to any person for authorized services rendered or goods sold to or for the corporation.

4.3 Dissolution and Winding Up. Upon dissolution of the corporation, no director, officer, or other private individual will receive, or be entitled to receive, any distribution of the remaining property and assets of the corporation (other than creditors, in respect of valid debts of the corporation). Upon dissolution of the corporation, all remaining property and assets of the corporation, after payment of or adequate provision for the corporation's debts and obligations, will be distributed in furtherance of the charitable purposes of the corporation as set forth herein to one or more organizations which are then qualified as organizations described in Code Section 501(c)(3), as selected by the board of directors.

## ARTICLE 5

## CORPORATE FINANCE

5.1 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each calendar year.

5.2 Orders for Payment. All checks, drafts or other orders for payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation, as authorized by the board of directors, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as the board of directors shall determine from time to time.

5.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in one or more banks, trust companies or such other depositories as the board of directors may from time to time designate, upon such terms and conditions as shall be determined by the board of directors. The board of directors may from time to time authorize the opening and maintaining with any such designated depository general and special bank accounts, and may make such special rules and regulations with respect thereto as it shall determine, not inconsistent with the provisions of these Bylaws.

5.4 Books and Records. The corporation shall keep correct and complete financial books and records of account, which records shall be open to inspection by the board of directors at any reasonable time.

5.5 Loans. The corporation shall not incur any indebtedness, and shall not issue any instruments evidencing such indebtedness, without the (general or case-by-case) authorization of the board of directors. No loans shall be made by the corporation to directors, officers or committee members.

5.6 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for and consistent with the purposes of the corporation.

## ARTICLE 6                    GENERAL PROVISIONS

6.1 Indemnification. Unless otherwise provided in the Articles of Incorporation, the corporation shall indemnify any person who is or was a director, officer, employee, or agent of the corporation, or serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, to the extent and under the circumstances permitted under applicable law.

6.2 Descriptive Headings. Titles to paragraphs and subparagraphs are intended only for convenience of reference and shall be given no effect in the construction or interpretation of these Bylaws.

6.3 Governing Law. These Bylaws shall be construed and interpreted in accordance with the laws of the State of Michigan.

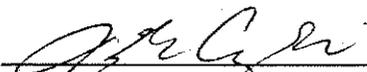
6.4 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the board of directors.

6.5 Seal. The board of directors may authorize this corporation to have a Corporate Seal, which shall be affixed as required under applicable law.

6.6 Revocation of Authorization. The board of directors shall retain the right, within its sole discretion, to rescind its prior authorization, assignment, or delegation of authority.

6.7 Gender; Plurals. As used in these Bylaws, all pronouns shall be deemed to refer to the masculine, feminine, or neuter gender, or to the singular or plural, wherever the context and surrounding circumstances so require.

These By-Laws are acknowledged by the Secretary of the Corporation:

  
\_\_\_\_\_  
John Czarnecki, Secretary