

**ARTICLES OF INCORPORATION**  
**OF**  
**CHRISTIAN ENGINEERING SOCIETY, INC.**  
**(A Nonprofit Corporation)**

These articles of incorporation are signed for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 162, Public Acts of Michigan of 1982, as amended, as follows:

**ARTICLE I**

The name of this corporation is Christian Engineering Society, Inc.

**ARTICLE II**

The corporation is organized and operated exclusively for the purpose of promoting understanding and discussion of the relationship between Christian Faith and the practice of engineering, and encourage members to put their faith into action within their profession.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE III**

This corporation is organized on a non-stock, directorship basis.

**ARTICLE IV**

The corporation possesses no real property or personal property at this time.

## ARTICLE V

This corporation is to be financed through donations and membership dues.

## ARTICLE VI

The address of the initial registered office is 31 S. Bridgestone Ct. NE, Grand Rapids, MI 49546.

The name of the initial resident agent at the registered office is Steve VanderLeest.

## ARTICLE VII

The names and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Steve VanderLeest	31 S. Bridgestone Ct. NE, Grand Rapids, MI 49546

## ARTICLE VIII

A director and a volunteer officer of the corporation shall not be personally liable to the corporation or its directors for monetary damages for breach of fiduciary duty as a director or officer, except for liability for any of the following: (a) the amount of a financial benefit received by the director or volunteer officer to which he or she is not entitled; (b) intentional infliction of harm on the corporation, its shareholders, or members; (c) a violation of section 551 of the Nonprofit Corporation Act; (d) an intentional criminal act; (e) a liability imposed under section 497(a) of the Nonprofit Corporation Act. In the event the Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Act as so amended. Any repeal, modification or adoption of any provision of these articles of incorporation inconsistent with this article shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such a repeal, modification or adoption.

## ARTICLE IX

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met: (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (b) the volunteer was acting in good faith; (c) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (d) the volunteer's conduct was not an intentional tort; 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 Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

#### **ARTICLE X**

The corporation shall indemnify and advance expenses to a director or officer of the corporation in connection with a proceeding to the fullest extent permitted by and in accordance with Sections 561-569 of the Nonprofit Corporation Act. With respect to an employee or agent, other than a director or officer, of the corporation, the corporation may, as determined by the board of directors of the corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with Sections 561-569 of the Nonprofit Corporation Act.

#### **ARTICLE XI**

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

#### **ARTICLE XII**

Any action required or permitted to be taken at an annual or special meeting of directors may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by all the directors unanimously approving the action in question.

#### **ARTICLE XIII**

The corporation shall hold and administer all of its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or director. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such

other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that the organization receiving such assets are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

**IN WITNESS WHEREOF**, the undersigned, the incorporator of the above-named corporation, have hereunto signed these articles of incorporation on this \_\_\_\_ day of March, 2016.

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Steven VanderLeest  
Its Incorporator