

**RESTATED ARTICLES OF INCORPORATION
OF
SUTTONS BAY CONGREGATIONAL CHURCH**

ARTICLE I

Name

The name of the Corporation is Suttons Bay Congregational Church (the "Church").

ARTICLE II

Purposes

1. The purpose of the Church is to worship and work together according to its mission statement, its covenant and the practices of the churches associated with the National Association of Congregational Christian Churches.
2. The Church is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (collectively, the "Code"). Notwithstanding any other provisions of these Articles, the Church shall not carry on any activity not permitted to be carried on (a) by an organization described in section 501(c)(3) of the Code, and which is exempt from Federal income tax under Section 501(a) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

Organization and Funding

1. The Church is organized on a non-stock, membership basis. The rights, privileges and preferences of the members shall be as set forth in the Bylaws of the Church as amended from time to time.
2. The operations of the Church are principally financed by member contributions.

ARTICLE IV

Resident Agent and Registered Office

1. The name of the resident agent is:
Robin L. Carden.
2. The address of the registered office is:
P.O. Box 70
218 West Madison Street
Suttons Bay, Michigan 49682

ARTICLE V

Limitation on Liability of Volunteer Directors and Officers

1. As used in this Article, (a) the terms “volunteer” and “volunteer director” shall have the same definitions as set forth in Section 110(1) and Section 110(2), respectively, of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the “Act”), and (b) the terms “director” and “officer” include the past, present and future members of all duly elected, appointed or constituted governing bodies of the Church.
2. To the fullest extent permitted under Section 209(c) of the Act, no volunteer director or volunteer officer of the Church shall have any liability to the Church or its members for money damages for any action taken or any failure to take any action as a director or officer, except liability for any of the following:
 - a. The amount of a financial benefit received by the director or officer to which he or she is not entitled;
 - b. The intentional infliction of harm on the Church or its members;
 - c. A violation of Section 551 of the Act;
 - d. An intentional criminal act; or
 - e. A liability imposed under Section 497(a) of the Act.
3. To the fullest extent permitted under Section 209(d) of the Act, the Church assumes all liability to any person other than the Church or its members for all acts or omissions of a volunteer director or volunteer officer of the Church occurring on or after January 1, 1988 incurred in good faith performance of the duties of the director or officer; provided, however that the Church shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Church as an organization described in Section 501(c)(3) of the Code.
4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a volunteer director or volunteer officer of the Church existing at the time of such repeal, amendment or other modification. If the Act is amended after the effective date of these Restated Articles of Incorporation so as to further limit the liability of volunteer directors and/or volunteer officers, then the liability of the volunteer directors and volunteer officers of the Church shall be further limited to the extent permitted by the Act as amended.

ARTICLE VI

Disposition of Assets on Liquidation

Upon the dissolution or complete liquidation of the Church, after paying or making provision for the payment of the liabilities and debts of the Church, all the remaining assets of the Church shall be disposed of exclusively to the Village of Suttons Bay, Michigan, or to an organization or organizations that (a) are, at the time of such disposition, organized and operated exclusively for religious, public, charitable, or educational purposes, (b) principally serve the population of Suttons Bay Township, Michigan, and (c) then qualify for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code, as determined by a vote of the members of the Church.

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