

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
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Name <u>Jane Forbes</u>		EFFECTIVE DATE: May 1, 2005
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RESTATED ARTICLES OF INCORPORATION

OF

NORTH AMERICAN FLYBALL ASSOCIATION, INC.

(A Nonprofit Corporation)

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 North American Flyball Association, Inc.
2. The identification number issued by the Bureau is 724-881.
3. The corporation has no prior names.
4. The date of filing the original Articles of Incorporation was June 16, 1994.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation:

ARTICLE I

The name of the corporation is **North American Flyball Association, Inc.**

ARTICLE II

The purposes for which the corporation is organized are:

A. To provide education and training for those participating in the sport of flyball, to train and approve judges, to sanction amateur competition, and to recognize excellence.

B. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(4) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal legislation (the "Code"), with all the powers conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE III

The corporation is organized on a nonstock directorship basis (without members). The description and value of its real property assets and its personal property assets are:

Real property: None Personal Property: \$_____.

(The valuation of the above assets was as of _____, 20__).

The corporation is to be financed under the following general plan: (i) dues, fees and other revenues from the conduct of its activities; (ii) contributions from individuals and organizations; (iii) income from the investment of its funds; and (iv) other sources which may be available.

ARTICLE IV

The address and mailing address of the registered office is 712 Abbott Road, East Lansing, Michigan 48823.

The name of the resident agent is National Registered Agents, Inc.

ARTICLE V

Directors of the corporation shall be elected and removed and vacancies on the board of directors filled in the manner set forth from time to time in the bylaws of the corporation. The right to adopt, amend and restate the bylaws of the corporation is reserved exclusively to the board of directors.

ARTICLE VI

A. The corporation shall be operated exclusively for social welfare, charitable and educational purposes within the meaning of Sections 501(c)(3) and 501(c)(4) of the Code as a nonprofit corporation. No director or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, trustee, officer, member, private shareholder or other individual. The corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

B. Upon dissolution of the corporation, the assets remaining after providing for debts and obligations of the corporation shall be distributed in such proportions as may be determined by the vote of a majority of the directors then in office to one or more organizations organized and operated exclusively for charitable, educational or social welfare purposes within the meaning of Sections 501(c)(3) and 501(c)(4) of the Code.

ARTICLE VII

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

1. A breach of the director's or officer's duty of loyalty to the corporation or to its members, if any;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. A transaction from which the director or officer derived an improper personal benefit;
5. An act or omission of a director or officer occurring before June 16, 1994; and
6. An act or omission that is grossly negligent.

B. The corporation hereby assumes the liability for all acts or omissions of a volunteer director or a volunteer officer occurring after the date of filing these Restated Articles of Incorporation, if all of the following are met:

1. The volunteer director or volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority.

2. The volunteer director or volunteer officer was acting in good faith.

3. The volunteer director's or volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct.

4. The volunteer director's or volunteer officer's conduct was not an intentional tort.

5. The volunteer director's or volunteer officer'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.

Provided, however, that the corporation shall not be considered to have assumed any liability of a volunteer officer to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(4) of the Code or results in the imposition of tax under Section 4958 of the Code.

C. If the Act is amended after filing these Restated Articles of Incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of directors and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article VII, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(4) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director or officer of this corporation for or with respect to any acts or omissions of such director or officer occurring prior to the effective date of any such amendment or repeal.

These Restated Articles of Incorporation were duly adopted on the 24th day of August, 2010 in accordance with the provisions of Section 642 of the Act. These Restated Articles restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by the Board of Directors. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this ___ day of _____, 2010.

By: _____

Its: _____

Preparer's name: Jane Forbes
Business telephone number: (313) 568-6792

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