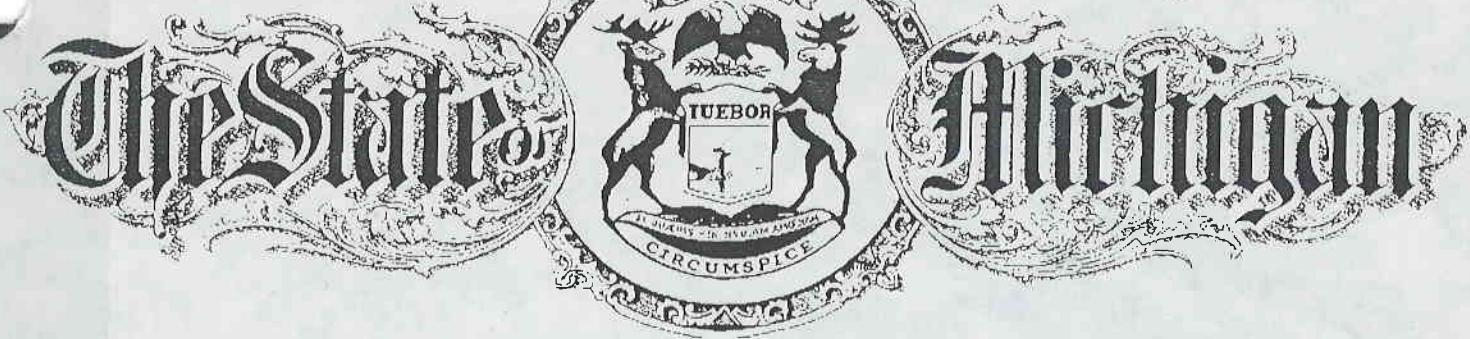


UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of  
*CITIZEN DISPUTE RESOLUTION SERVICE, INC.*

were duly filed in this office on the 8th day of October, 1993,  
in conformity with Act 162, Public Acts of 1982.



In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 8th day  
of October, 1993.

*Carl L. Lysa* , Director  
Corporation & Securities Bureau

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

**FILED**

Date Received

OCT 04 1993

OCT 08 1993

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

CORPORATION IDENTIFICATION NUMBER

711-772

**ARTICLES OF INCORPORATION**

For use by Domestic Nonprofit Corporations

(Please read instructions and Paperwork Reduction Act notice on 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:

CITIZEN DISPUTE RESOLUTION SERVICE, INC. ✓

**ARTICLE II**

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

To provide education concerning dispute resolution alternatives and to provide mediation and dispute resolution services to the citizens of Emmet and Charlevoix Counties in the State of Michigan.

**ARTICLE III**

The corporation is organized upon a nonstock basis.  
(stock or nonstock)

1. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is \_\_\_\_\_. 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:

BM

**ARTICLE III**

2. 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 corporation is to be financed under the following general plan: The corporation will be financed by private donations and grants secured under the Community Dispute Resolution Program as established by Public Act 260 of 1988. The corporation may also seek financing from fund raising as a charitable non-profit corporation when and if it becomes qualified under Sect. 501(C) of the corporation is organized on a \_\_\_\_\_ basis.

Internal Revenue Code. \_\_\_\_\_ Directorship (membership or directorship)

**ARTICLE IV**

1. The address of the registered office is:

314 E. Lake Street Petoskey, Michigan 49770  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is:

DAVID W. FERSHEE

**ARTICLE V**

The name(s) and address(es) of all the incorporator(s) is (are) as follows:

Name	Residence or Business Address
DAVID W. FERSHEE	314 E. lake St., Petoskey, MI 49770
CHRISTINA DEMOORE	207 Michigan St., Petoskey, MI 49770
CHARLES W. JOHNSON,	Penn Plaza, P.O. Box 809, Petoskey, MI 49770
DIANE M. SMITH	200 Division St., Petoskey, MI 49770
NANCY GOALEN	200 Division St., Petoskey, MI 49770

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.

ARTICLE VI: INUREMENT AND BENEFIT: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation 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 Article Three thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these articles, 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII: DISSOLUTION: Upon the dissolution of the corporation, 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. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, and exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

I (We), the incorporator(s) sign my (our) name(s) this 29<sup>th</sup> day of SEPTEMBER, 1993.

David W. Fershee  
DAVID W. FERSHEE

Christina Demooore  
CHRISTINA DEMOORE

Charles W. Johnson  
CHARLES W. JOHNSON

Diane M. Smith  
DIANE M. SMITH

Nancy Goalen  
NANCY GOALEN

ATTACHMENT A TO THE ARTICLES OF INCORPORATION OF  
CITIZEN DISPUTE RESOLUTION SERVICE, INC.,  
A MICHIGAN NON-PROFIT CORPORATION

ARTICLE VIII

A. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of the director's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act or other applicable laws, except for liability:

- (1) For any breach of the director's duty of loyalty to the corporation;
- (2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (4) For any transaction from which the director derived an improper personal benefit;
- (5) For any acts or omissions occurring before the date this Article VIII is filed by the Michigan Department of Commerce; and
- (6) For any acts or omissions that are grossly negligent.

B. If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director of the corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation 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) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

C. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

D. This corporation shall indemnify any officer and any director to the fullest extent permitted by Michigan law, against all judgments, payments in settlement, fines, and other reasonable costs and expenses (including attorney fees) incurred by such officer or director in connection with the defense of any action, suit, or proceedings, which is brought or threatened in which such person is party or is otherwise involved because he or she was or is a director or officer of the corporation. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefits of the heirs, executors, and administrators of that person.