

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

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Name

W. ALAN WILK

Address

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City

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State

MI

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EFFECTIVE DATE:

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**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
Name**

The name of the corporation is: Protection of Rights Alliance.

**ARTICLE II
Purposes**

(a) The purpose or purposes for which Protection of Rights Alliance (the "**Corporation**") is organized are exclusively set forth in section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "**Code**") and include promoting social welfare and civic betterment by engaging in the following:

(1) Defending against certain changes and implications that could arise as a result of the Little Traverse Bay Bands of Odawa Indians (the "**Tribe**") filing suit in federal court on August 21, 2015;

(2) Protecting its members and others similarly situated in the community against:

(a) becoming subject to new standards and permitting regimes, or changes in the operation of existing permitting regimes, either by the federal government or the Tribe, including, but not limited to liquor licensing, environmental permitting, and law enforcement protocols;

(b) becoming subject to regulatory and adjudicatory jurisdiction of the Tribe;

(c) being affected by the loss of local and state regulatory, criminal and adjudicatory jurisdiction over members of the Tribe, including, but not limited to zoning, nuisance laws, regulatory codes, property and other taxes, law enforcement protocols, and processes, and

(d) being affected by as-yet unknown impacts that may arise as a result of the continuing evolution of federal Indian law and policy.

(3) Defending its members interests, as well as the interests of any member, shareholder, partner or other entity or individual that is a member of the Corporation, which would include the rights

of land owners, regulated industries, employers and employees, and other individuals and entities subject to, or benefiting by the uniform application of, civil, regulatory and criminal jurisdiction within the geography affected by the Tribe's litigation and related efforts. to promote the social welfare and civic betterment.

(b) The Corporation will only engage in activities permitted for an entity organized under section 501(c)(4) of the Code.

(c) No assets or net earnings of the Corporation will inure to the benefit of, or be distributable to, the Corporation's directors or officers or other persons, but the Corporation may make payments and distributions:

- (1) to entities operating as exempt from taxation under Code sections 501(c)(3) or 501 (c)(4);
- (2) to further the exempt purposes of the Corporation; and
- (3) as reasonable compensation for goods or services provided to the Corporation.

(d) The Corporation is not formed for the purpose of influencing the election of candidates to public office and money of the Corporation will not be used for participation in, or intervention in, any political campaign on behalf of any candidate for public office.

ARTICLE III Organization and Finance

(a) The Corporation is organized on a nonstock, membership basis.

(b) The description and value of the Corporation's real property assets are: none.

(c) The description and value of the Corporation's personal property assets are: none.

(d) The Corporation is to be financed under the following general plan: dues, gifts, grants, and contributions of money or other property, or both, and income generated from the dues gifts, grants, or contributions.

ARTICLE IV Registered Office and Resident Agent

(a) The name of the Corporation's initial resident agent at the registered office is:

The Corporation Company.

(b) The address of the Corporation's initial registered office in Michigan is:

30600 Telegraph Road, Suite 2345, Bingham Farms, Michigan 48025.

(c) The mailing address of the Corporation's initial registered office in Michigan is the same.

ARTICLE V
Incorporator

The name and address of the incorporator is:

W. Alan Wilk
Dykema Gossett PLLC
201 Townsend Street, Ste. 900
Lansing, MI 48933.

ARTICLE VI
Board of Directors

Consistent with the membership election of the Corporation's board of directors, the board of directors of the Corporation (the "**Board**") shall manage the business and affairs of the Corporation. The Board may perform any act or exercise any function permitted for an entity described in section 501(c)(4) of the Code (or comparable provisions of a successor law) not inconsistent with these articles of incorporation or the laws of the state of Michigan, including, without limitation, raising money for corporate purposes.

ARTICLE VII
Consent Actions

Action by Consent. Any action that may be taken at a meeting of the board of directors may be taken if all directors consent in writing or by electronic transmission. Action taken under this section is effective when the written consents or electronic transmissions of all directors are delivered to the corporation, unless a different effective date is specified therein.

Participation in Meetings by Conference Telephone or Other Communications Equipment. Members of the board of directors or members may participate in and be present at any meeting of the board of directors or members by means of conference telephone or similar communications equipment if all persons participating in the meeting can simultaneously hear one another. Participation in a meeting by this means constitutes presence in person at the meeting.

Taking Corporate Action Without Meeting. Any action the members are required or permitted by this act to take at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote, if written consents, setting forth the action taken, are signed and dated by the members or their proxies that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted. The corporation shall give prompt notice of any corporate action taken without a meeting by less than unanimous written consent to those members that did not consent to the action in writing.

Any action the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the corporation provides a ballot to each member that is entitled to vote on the action in the manner provided in section 404 for providing notice of meetings of members.

Any action the members are required or permitted take at an annual or special meeting, including the election of directors, may be taken without a meeting if the corporation provides a ballot to each member that is entitled to vote that allows the member to vote at a polling place or at polling places established by the corporation that are reasonably accessible to the members.

ARTICLE VIII
Liability Exemption

(a) A volunteer director, as that term is defined in section 110(2) of the Act (a "**Volunteer Director**"), or a volunteer officer of the Corporation shall not be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action as a Volunteer Director or a volunteer, except liability for any of the following:

- (1) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (2) intentional infliction of harm on the corporation, its shareholders (if any), or members (if any);
- (3) a violation of section 551 of the Act;
- (4) an intentional criminal act; or
- (5) a liability imposed under section 497(a) of the Act.

ARTICLE IX
Assumption of Liability

(a) The Corporation hereby assumes the liability for all acts or omissions of a Volunteer Director, volunteer officer of the Corporation, or other volunteer occurring on or after the effective date of these articles of incorporation if all of the following are met:

- (1) the Volunteer Director, volunteer officer, or other volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (2) the Volunteer Director, volunteer officer, or other volunteer was acting in good faith;
- (3) the Volunteer Director's, volunteer officer's, or other volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (4) the Volunteer Director's, volunteer officer's, or other volunteer's conduct was not an intentional tort; and
- (5) the Volunteer Director's, volunteer officer's, or other volunteer's conduct was not an intentional 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, 1956 PA 218, as amended, MCL 500.5135.

(b) The Corporation does not assume a liability under these articles of incorporation if inconsistent with the status of the Corporation as an entity described under section 501(c)(4) of the Code.

ARTICLE X
Insurance and Indemnification

(a) The Corporation may purchase and maintain insurance on behalf of a Covered Person against any liability asserted against and incurred by the Covered Person or arising out of his or her status as a Covered Person regardless of whether the Corporation has the power to indemnify the Covered Person against the liability under Michigan law.

(b) The Corporation shall indemnify a Covered Person who was or is a party or is threatened to be made a party to a threatened, pending, or completed Proceeding by reason of the fact that the

Covered Person is or was a Covered Person against Litigation Expenses to the fullest extent permitted under Michigan law if the all of the following apply:

- (1) the Covered Person acted in good faith;
- (2) the Covered Person acted in a manner that the Covered Person reasonably believed to be in or not opposed to the best interests of the Corporation; and
- (3) with respect to a Proceeding that is a criminal action or proceeding, the Covered Person had no reasonable cause to believe that conduct was unlawful.

(c) For purposes of subdivision (b), the termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent does not of itself create a presumption that a Covered Person did not act in good faith and in a manner that the Covered Person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any to a Proceeding that is a criminal action or proceeding, the Covered Person had no reasonable cause to believe that conduct was unlawful.

(d) The Corporation shall indemnify a Covered Person who was or is a party or is threatened to be made a party to a threatened, pending, or completed Proceeding by or in the right of the Corporation to procure a judgment in the Corporation's favor by reason of the fact that the Covered Person is or was a Covered Person against Litigation Expenses to the fullest extent permitted under Michigan law if the Covered Person acted in good faith and in a manner the Covered Person reasonably believed to be in or not opposed to the best interests of the Corporation. But, the Corporation shall not indemnify a Covered Person under this subdivision (d) for a claim, issue, or matter in which the Covered Person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Covered Person is fairly and reasonably entitled to indemnification for expenses that the court considers proper.

(e) Unless otherwise provided by Michigan law, to the extent that a Covered Person has been successful on the merits or otherwise in defense of a Proceeding referred to in subdivision (b) or (d), or in defense of a claim, issue, or matter in the Proceeding, the Corporation shall indemnify the Covered Person against Litigation Expenses incurred in connection with the Proceeding and in any proceeding brought to enforce mandatory indemnification provided under section 563(1) of the Act.

(f) If a Covered Person is entitled to indemnification under this article for a portion of Litigation Expenses but not for the total amount of Litigation Expenses, the Corporation may indemnify the Covered Person for the portion of the Litigation Expenses or amounts paid in settlement for which the Covered Person is entitled to be indemnified.

(g) For purposes of this article X:

(i) **"Covered Person"** means a director, officer, employee, or agent of the Corporation, a Nondirector Volunteer, a former director officer, employee, or agent of the Corporation, a former Nondirector Volunteer, or a person serving at the request of the Corporation as a director, officer, partner, trustee, employee, Nondirector Volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit.

(ii) **“Litigation Expense”** includes any reasonable out-of-pocket expense incurred in defending a Proceeding or in any related to investigation or negotiation, including court filing fees, court costs, arbitration fees, witness fees, and attorney and other professional fees and disbursements.

(iii) **“Nondirector Volunteer”** means that term as defined in section 108(2) of the Act.

(iv) **“Proceeding”** means a formal or informal civil, criminal, administrative or investigative action, suit, or proceeding.

ARTICLE XI
Compromise/Arrangement/Reorganization

If a compromise, arrangement, or plan of reorganization of the Corporation is proposed between the Corporation and its creditors or any class of its creditors or between the Corporation and its directors or any class of the Corporation’s creditors, a court of equity jurisdiction within the state of Michigan, upon application of the Corporation or a creditor or director of the Corporation, or upon application of one or more receivers appointed for the Corporation may order a meeting of the Corporation’s creditors or class of creditors, or of the directors or class of directors to be affected by the proposed compromise, arrangement, or reorganization, to be summoned in the manner directed by the court. If a majority in number, representing 3/4 in value of the creditors or class of creditors, or of the directors or class of directors, to be affected by the proposed compromise, arrangement, or reorganization, agree to a compromise, arrangement, or reorganization of the Corporation as a consequence of compromise or arrangement, the compromise, arrangement, or reorganization, if sanctioned by the court to which the application was made, will be binding on all the creditors or class of creditors, or on all the directors or class of directors and also on the Corporation.

ARTICLE XII
Dissolution

Upon the dissolution of the Corporation, after paying, or making provision for the payment of, the Corporation’s liabilities, the board of directors shall distribute the Corporation’s remaining assets to one or more entities organized for purposes similar to the Corporation or to one or more entities operating as exempt from taxation under sections 501(c)(3) or 510(c)(4) of the Code (**“Authorized Purposes”**). Assets of the Corporation not disposed of by the board of directors shall be disposed of by the circuit court of the county in which the principal office of the Corporation is the located exclusively for Authorized Purposes or to one or more organizations that the circuit court determines are organized and operated exclusively for Authorized Purposes.

I, the incorporator, sign my name on January ____, 2016.

W. Alan Wilk

Preparers' name and business telephone number:

W. Alan Wilk
Dykema Gossett PLLC
(517) 374-9122