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STATE OF MICHIGAN
CSCL/CD- 511 - RESTATED ARTICLES OF INCORPORATION FOR NONPROFIT CORPORATIONS

Corporations Division Administrator

FILED

Doc #: 28637564
Filed Date: 7/1/2026

Restated 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 Restated Articles:

Corporation Information

The present name of the corporation is: ST. WENCESLAUS PRESERVATION SOCIETY

The identification number assigned by the Bureau is: 900237267

Prior Business Name
None Entered

The date of filing the original Articles of Incorporation was: 06/23/2026

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

Article I

Michigan Nonprofit Corporation Name: ST. WENCESLAUS PRESERVATION SOCIETY

Article II

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

The St. Wenceslaus Preservation Society ("Corporation") is organized exclusively as a charitable organization within the meaning of 501(c)(3) of the the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, for the primary purpose of preserving the St. Wenceslaus of Gills Pier Catholic church, inclusive of the church, grounds, rectory, cemetery and church hall for the benefit of the public and those of the catholic faith; and for maintaining the St. Wenceslaus Gills Pier Catholic Church as a "sacred space" as provided by Canon Law; and to protect its historic architecture, character and spiritual purpose through faithful stewardship and long-term care; and to honor and preserve the legacy entrusted to us by our ancestors by promoting Catholic values . . (continued)

Article III

The corporation is formed on a Stock or Nonstock basis: Nonstock

The corporation is to be financed under the following general plan: Donations

The corporation is formed on a Membership or Directorship basis: Directorship

Article IV

The name of the resident agent at the registered office is:
SHERRI PATTERSON

Address

2220 N JACOBSON ROAD, SUTTONS BAY, MI 49682

Mailing Address

Article V - (Optional, leave unchecked if not applicable)

☐ Pursuant to Section 209(c) of the Act, a director or volunteer officer shall not be personally liable to the corporation, its shareholders, or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following: (i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled. (ii) Intentional infliction of harm on the corporation, its shareholders, or members. (iii) A violation of Section 551. (iv) An intentional criminal act. (v) A liability imposed under Section 497(a).

☐ Pursuant to Section 209(d) of the Act, the corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

☐ Pursuant to Section 209(e) of the Act, the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of the provision if all of the following are met: (i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority. (ii) The volunteer was acting in good faith. (iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct. (iv) The volunteer's conduct was not an intentional tort. (v) 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 under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

Optional Article(s)

Attach additional articles here: Addendum to Restated Articles of Incorporation.pdf

Filing Effective Date

The filing will be effective: when filed by the Corporations Division Administrator.

Method of Approval

06/30/2026

in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Attestations

☒ I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I enter it into the system.

☒ I have been authorized by the business entity to file this document online.

☒ I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.

Signature(s)

Name of individual or organization
SHANA LYNN POPP ESQ.

Authorized Agent	*SHANA LYNN POPP, Esq.*	*06/30/2026*
Signer's Capacity	On behalf of SHANA LYNN POPP ESQ.	Date

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ARTICLE II (Continued)

and education; and safeguarding it against actions which would diminish its sacred status or remove the property from those charitable purposes stated herein; and to conduct such other activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by §501(c)(3) of the Code.

In carrying out its purposes, the Corporation shall have all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982, as amended (the "Act"). The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under §501(c)(3) of the Code; (b) a corporation, contributions to which are deductible under §170(c), §2055, §2106 or §2522 of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE VI

No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, 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 these Articles.

ARTICLE VII

No substantial part of the activities of 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 or in opposition to any candidate for public office.

ARTICLE VIII

Notwithstanding any other provision of these Articles, the Corporation shall in no manner be controlled or under the direction or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses in any dealing or transactions with the Corporation.

ARTICLE IX

A. The Corporation will distribute its income for each tax year at a time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or the corresponding section of any future federal tax code.

B. The Corporation will not engage in any act of self-dealing as defined in §4941(D) of the

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Code, or the corresponding section of any future federal tax code.

C. The Corporation will not retain any excess business holdings as defined in §4943 (C) of the Code, or the corresponding section of any future federal tax code.

D. The Corporation will not make any investments in such manner as to subject it to tax under §4944 of the Code, or the corresponding section of any future federal tax code.

E. The Corporation will not make any taxable expenditure as defined in §4945(D) of the Code, or the corresponding section of any future federal tax code.

ARTICLE X

NO MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION WHO IS A DIRECTOR, AND NO VOLUNTEER OFFICER, AS THOSE TERMS ARE DEFINED IN THE ACT, SHALL BE PERSONALLY LIABLE TO THE CORPORATION, ITS SHAREHOLDERS OR ITS MEMBERS (IF ANY) FOR MONEY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR OR VOLUNTEER OFFICER, EXCEPT LIABILITY FOR ANY OF THE FOLLOWING: (1) THE AMOUNT OF 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, OR MEMBERS (IF ANY); (3) A VIOLATION OF §551 OF THE ACT; (4) AN INTENTIONAL CRIMINAL ACT; OR (5) A LIABILITY IMPOSED UNDER §497(A) OF THE ACT. FURTHERMORE, THE CORPORATION HEREBY ASSUMES ALL LIABILITY TO ANY PERSON, OTHER THAN TO THE CORPORATION, ITS SHAREHOLDER OR ITS MEMBERS (IF ANY), FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR (AS DEFINED IN THE ACT) INCURRED IN THE GOOD FAITH PERFORMANCE OF THE VOLUNTEER DIRECTOR'S DUTIES AS SUCH; PROVIDED, HOWEVER, THAT THE CORPORATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN §501(C)(3) OF THE CODE.

ARTICLE XI

The Corporation hereby assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer (as those terms are defined in the Act) if all of the following are met: (1) The volunteer was acting or reasonable believed her or she was acting within the scope of his or her authority; (2) The volunteer was acting in good faith; (3) The Volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (4) the Volunteer's conduct was not an intentional tort; (5) 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 §3135 of hte Insurance Code of 1956, Act No. 218 of the public acts of 1956, being §500.3135 of the Michigan Compiled Laws; provide, however, that the Corporation shall not be considered to have

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assumed any liability of a volunteer to the extent such assumption is inconsistent with the status of the Corporation as an organization described in §501(c)(3) of the Code, or results in the imposition of tax under §4958 of the Code.

ARTICLE XII

Upon the termination, dissolution, or winding up of the Corporation in accordance with the Act, the board of directors of the Corporation shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization in good standing designated by the board of directors that is organized and operated exclusively for on or more exempt purposes within the meaning of §501(c)(3) of the Code, or the corresponding section of any future federal tax code.