

ARTICLES OF ORGANIZATION
For use by DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

Article I

The name of the limited liability company is:

SPM HOLDING, LLC

Article II

Unless the articles of organization otherwise provide, all limited liability companies formed pursuant to 1993 PA 23 have the purpose of engaging in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan. You may provide a more specific purpose:

Article III

The duration of the limited liability company if other than perpetual is:

PERPETUAL

Article IV

The street address of the registered office of the limited liability company and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: JOHN M NOVAK
2. Street Address: 5770 VENTURE PARK DRIVE
Apt/Suite/Other:
City: KALAMAZOO
State: MI Zip Code: 49009

3. Registered Office Mailing Address:

- P.O. Box or Street Address: 5770 VENTURE PARK DRIVE
Apt/Suite/Other:
City: KALAMAZOO
State: MI Zip Code: 49009

Article V

(Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

ARTICLE V
MANAGER

THE BUSINESS OF THE COMPANY SHALL BE MANAGED BY ONE OR MORE MANAGERS.

ARTICLE VI
LIABILITY

A MANAGER SHALL NOT HAVE ANY MONETARY LIABILITY TO THE COMPANY OR ANY OF ITS MEMBERS FOR BREACH OF ANY DUTY UNDER SECTION 404 OF THE ACT (RELATING TO MANAGER DUTIES AND LIABILITIES IN MANAGING THE COMPANY) EXCEPT FOR LIABILITY FOR ANY OF THE FOLLOWING:

1. THE RECEIPT OF A FINANCIAL BENEFIT TO WHICH A MEMBER IS NOT ENTITLED;
2. LIABILITY UNDER SECTION 308 OF THE ACT FOR VOTING FOR OR ASSENTING TO A DISTRIBUTION IN VIOLATION OF THE ACT;
3. A KNOWING VIOLATION OF THE LAW; OR
4. AN ACT OR OMISSION OCCURRING BEFORE THE DATE WHEN THE PROVISION BECOMES EFFECTIVE.

ARTICLE VII
INDEMNITY

1. UNLESS OTHERWISE PROVIDED IN THE ACT, AND EXCEPT AS OTHERWISE PROVIDED IN THIS ARTICLE, THE LIMITED LIABILITY COMPANY SHALL INDEMNIFY THE MANAGERS AND MEMBERS OF THE COMPANY AND MAY INDEMNIFY ANY EMPLOYEE OR OTHER AGENT OF THE COMPANY WHO WAS OR IS A PARTY OR IS THREATENED TO BE MADE A PARTY TO A THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE, AND WHETHER FORMAL OR INFORMAL, OTHER THAN AN ACTION BY OR IN THE RIGHT OF THE COMPANY, BY REASON OF THE FACT THAT THE PERSON IS A MANAGER OR MEMBER, EMPLOYEE OR AGENT OF THE COMPANY, AGAINST EXPENSES, INCLUDING ATTORNEY FEES, JUDGMENTS, PENALTIES, FINES AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH THE ACTION, SUIT OR PROCEEDING, IF THE PERSON ACTED IN GOOD FAITH, WITH THE CARE AN ORDINARILY PRUDENT PERSON IN A LIKE POSITION WOULD EXERCISE UNDER SIMILAR CIRCUMSTANCES, AND IN A MANNER THAT THE PERSON REASONABLY BELIEVED TO BE IN THE BEST INTERESTS OF THE COMPANY AND, WITH RESPECT TO A CRIMINAL ACTION OR PROCEEDING, IF SUCH PERSON HAD NO REASONABLE CAUSE TO BELIEVE THAT THE PERSON'S CONDUCT WAS UNLAWFUL.

2. TO THE EXTENT THAT ANY MANAGER OR MEMBER OF THE COMPANY HAS BEEN SUCCESSFUL ON THE MERITS OR OTHERWISE IN DEFENSE OF AN ACTION, SUIT OR PROCEEDING OR IN DEFENSE OF ANY CLAIM, ISSUE OR OTHER MATTER IN THE ACTION, SUIT OR PROCEEDING, THE MANAGER OR MEMBER SHALL BE INDEMNIFIED AND HELD HARMLESS FROM AND AGAINST ACTUAL AND REASONABLE EXPENSES, INCLUDING ATTORNEYS FEES, INCURRED BY SUCH PERSON IN CONNECTION WITH THE ACTION, SUIT OR PROCEEDING AND ANY ACTION, SUIT OR PROCEEDING BROUGHT TO ENFORCE THE MANDATORY INDEMNIFICATION PROVIDED HEREIN.

3. ANY INDEMNIFICATION PERMITTED UNDER THIS ARTICLE, UNLESS ORDERED BY A COURT, SHALL BE MADE BY THE COMPANY ONLY AS AUTHORIZED IN THE SPECIFIC CASE UPON A DETERMINATION THAT THE INDEMNIFICATION IS PROPER UNDER THE CIRCUMSTANCES BECAUSE THE PERSON TO BE INDEMNIFIED HAS MET THE APPLICABLE STANDARD OF CONDUCT AND UPON AN EVALUATION OF THE REASONABLENESS OF EXPENSES AND AMOUNTS PAID IN SETTLEMENT. NOTWITHSTANDING THE FOREGOING TO THE CONTRARY, NO INDEMNIFICATION SHALL BE PROVIDED TO ANY MANAGER OR MEMBER, OR ANY EMPLOYEE OR AGENT OF THE COMPANY, IN CONNECTION WITH THE RECEIPT OF A FINANCIAL BENEFIT TO WHICH THE PERSON IS NOT ENTITLED, VOTING FOR OR ASSENTING TO A DISTRIBUTION TO A MEMBER IN VIOLATION OF THE ACT, OR A KNOWING VIOLATION OF LAW.

ARTICLE VIII

AN ASSIGNEE OF A MEMBERSHIP INTEREST IN THE COMPANY MAY BECOME A MEMBER ONLY IN ACCORDANCE WITH THE OPERATING AGREEMENT OF THE COMPANY.

Signed this 7th Day of January, 2019 by the organizer(s):

Signature	Title	Title if "Other" was selected
John M Novak	Organizer	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF ORGANIZATION

for

SPM HOLDING, LLC

ID Number: 802272127

received by electronic transmission on January 07, 2019 **, is hereby endorsed.**

Filed on January 10, 2019 **, by the Administrator.**

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 10th day of January, 2019.

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau