

| MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU | | |
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| Name | TranInfo:1 24418607-1 12/07/20 Chk#: 1018 Amt: \$10.00 ID: 801998983 | |
| Address | FILED DEC 15 2020 ADMINISTRATOR CORPORATIONS DIVISION | |
| City | | |
| State | | |
| ZIP Code | EFFECTIVE DATE: | |

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**RESTATED ARTICLES OF INCORPORATION
OF
LEINWEBER FOUNDATION**

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

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| <ol style="list-style-type: none"> 1. The present name of the corporation is: Leinweber Foundation 2. The identification number assigned by the Bureau is: 801998983 3. All former names of the corporation are: N/A 4. The date of filing the original Articles of Incorporation was: December 16, 2015 |
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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
NAME**

The name of the corporation is Leinweber Foundation.

**ARTICLE II
PURPOSES**

The purposes for which the corporation is organized are:

- A. To receive and administer funds and property and to operate exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and in particular to make distributions to support the charitable, religious, scientific, literary, or educational purposes of other organizations.

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 their proceeds in furtherance of the purposes of the corporation.

C. To do such things and to 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)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

The Board of Directors, in carrying out the purposes of the corporation, shall be subject to any specific limitations, instructions, or guidelines set forth in the Bylaws of the corporation.

ARTICLE III ORGANIZATION

A. The corporation is formed upon a nonstock basis.

B. The corporation is to be financed under the following general plan: contributions from individuals and corporations, and income from the investment of its funds.

C. The corporation is formed on a membership basis.

ARTICLE IV RESIDENT AGENT AND REGISTERED OFFICE

The street address and mailing address of the registered office of the corporation is: 1119 Pilgrim Avenue, Birmingham, Michigan 48009. The name of the resident agent at the registered office is: Jessica Leinweber.

ARTICLE V LIMITATION OF LIABILITY

A. No director and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the "Act"), will be liable to the corporation 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 or its members; (iii) a violation of section 551 of the Act; (iv) an intentional criminal act; or (v) a liability imposed under section 497(a) of the Act.

B. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director, as such term is defined in the Act, incurred in the good faith performance of the volunteer director's duties.

C. In addition to section B of this Article V, the corporation assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer 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; and (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.

D. Notwithstanding anything in this Article V to the contrary, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(3) of the Code.

E. Any repeal or modification of this Article V by the corporation shall not adversely affect any right or protection of any person existing under this Article V at the time of, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification. If the liability of a director or volunteer officer might be limited or eliminated under more than one of sections A, B, and C of this Article V, then the provision or provisions offering the maximum protection to the director or officer will apply. If the Act is amended after the filing of these Restated Articles of Incorporation to authorize the further elimination or limitation of the liability of directors, officers, or other volunteers of nonprofit corporations, then the liability of the corporation's directors, officers, and other volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article V, will be assumed by the corporation or eliminated or limited to the fullest extent provided by the Act as so amended.

ARTICLE VI RESTRICTIONS ON OPERATION

No part of the 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 Article II above. No 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 or in opposition to 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 Code, or the 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 Code, or the corresponding section of any future federal tax code.

**ARTICLE VII
PRIVATE FOUNDATION STATUS**

During any time that the corporation is classified as a private foundation under the Code:

- A. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 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 section 4941(d) of the Code, or the corresponding section of any future federal tax code.
- C. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.
- D. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.
- E. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE VIII
AMENDMENTS AND CORPORATE ACTION**

- A. The members of the corporation shall have the exclusive power to adopt, amend, and repeal the Bylaws of the corporation and to amend these Restated Articles of Incorporation.
- B. The approval of the members is required for any merger or conversion of the corporation and for any sale, lease, exchange, or other disposition of all, or substantially all, of the property and assets of the corporation, regardless of whether such sale, lease, exchange, or other disposition is in the usual and regular course of the corporation's business.
- C. The members shall also have all rights, powers, and privileges as may be provided for in the Bylaws of the corporation and the Act.

**ARTICLE IX
ELECTRONIC TRANSMISSIONS**

In addition to any other form of notice or consent to or from a member or director permitted by these Restated Articles of Incorporation or the corporation's Bylaws, any notice or consent given by a form of electronic transmission (as such term is defined in the Act) to which the member or director has consented is effective. For this purpose, a member or director shall be deemed to have consented to such electronic transmission if such member or director does not affirmatively object to such transmission and provides an email address to the corporation.


**ARTICLE X
DISSOLUTION**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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, exclusively for such purposes or to such organization or organizations, as such court shall determine; that are organized and operated exclusively for such purposes.

EXECUTION

These Restated Articles of Incorporation were duly adopted on November 27, 2020 by the written consent of all members entitled to vote in accordance with sections 407(3) and 641 of the Act.

Signed this 27 day of NOVEMBER, 2020

By: 
Larry D. Leinweber
President, Leinweber Foundation