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MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY SERVICES CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU																				
Date Received APR 12 2024	<input type="checkbox"/> AC1	(FOR BUREAU USE ONLY)																		
JUN 18 2024	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3" style="padding: 2px;">Name</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Randall A. Pentluk, Esq.</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Address</td> </tr> <tr> <td colspan="3" style="padding: 2px;">2915 Biddle Avenue, Ste. 200</td> </tr> <tr> <td style="padding: 2px;">City</td> <td style="padding: 2px;">State</td> <td style="padding: 2px;">ZIP Code</td> </tr> <tr> <td style="padding: 2px;">Wyandotte</td> <td style="padding: 2px;">MI</td> <td style="padding: 2px;">48192</td> </tr> </table>			Name			Randall A. Pentluk, Esq.			Address			2915 Biddle Avenue, Ste. 200			City	State	ZIP Code	Wyandotte	MI	48192
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FILED

JUN 20 2024

ADMINISTRATOR
CORPORATIONS DIVISION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
For use by Ecclesiastical Corporations
 (Please read information and instructions on the last page)

We, the undersigned, desiring to become incorporated under the provisions of Act No. 327, P.A. of 1931, do hereby make, execute and adopt the following articles of association, to-wit:

FIRST

The name assumed by this corporation and by which it shall be known in law, is:
Pathways of Port Huron

SECOND

1. The location of said church or society shall be in the city (or village) of:
Port Huron county of, St. Clair, and
 State of Michigan.

2. The name of the resident agent at the registered office is:
Randall A. Pentluk, Esq.

3. The address of its registered office in Michigan is:
2915 Biddle Avenue, Ste. 200 Wyandotte, Michigan 48192
(Street Address) (City) (ZIP Code)

4. The mailing address of the registered office in Michigan if different than above:
 _____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

THIRD

The time for which the corporation shall be created shall be perpetual. (If term is for a fixed number of years, then state the number of years instead of perpetual.)

OK

FOURTH

The members of the church or society shall worship and labor together according to the discipline, rules and usages of the ~~Board of Rescue Mission Ministries and as set forth in the Bylaws~~ NONE

church in the United States of America (other jurisdiction as the case may be), as from time to time authorized and

declared by the ~~Board of Directors of Detroit Rescue Mission Ministries~~ NONE

(here insert the name of the higher ecclesiastical body or bodies, if any, authorized to determine such question)

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

Please see attached additional pages.

In witness whereof, the parties hereby associating, for the purposes of giving legal effect to these articles hereunto sign our names and places of residence:

Done at the city (or village) of Detroit

county of Wayne and State of Michigan,

this 5th day of April, 2024

This document requires at least three notarized signatures

(Signatures)	(No.)	(Street)	(City)	(State)	(Zip Code)
<u>[Signature]</u>		<u>150 Shimson</u>	<u>Detroit</u>	<u>MI</u>	<u>48201</u>
<u>[Signature]</u>		<u>150 Shimson</u>	<u>Peter</u>	<u>MI</u>	<u>48201</u>

State of Michigan

County of Wayne

ss.

Subscribed and sworn to before me this 5th day of April, 2024

by Dr. Chad Audi & Barbara Willis

(NOTARY MUST LIST NAMES OF ALL PERSONS SIGNING)

[Signature]
(Signature of Notary)

Notary Public for Oakland County,

State of Michigan

My commission expires 08/20/27

(Notary Seal)

FOURTH

The members of the church or society shall worship and labor together according to the discipline, rules and usages of the ~~Detroit Rescue Mission Ministries and as set forth in the Bylaws~~ NONE

church in the United States of America (other jurisdiction as the case may be), as from time to time authorized and

declared by the ~~Board of Directors of Detroit Rescue Mission Ministries~~ NONE

(here insert the name of the higher ecclesiastical body or bodies, if any, authorized to determine such question)

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

Please see attached additional pages.

In witness whereof, the parties hereby associating, for the purposes of giving legal effect to these articles hereunto sign our names and places of residence:

Done at the city (or village) of Wyandotte

county of Wayne and State of Michigan,

this 8th day of April, 2024

This document requires at least three notarized signatures

(Signatures) (No.) (Street) (City) (State) (Zip Code)

2915 Biddle Ave Ste 200

Randall A. PentiuK Wyandotte MI 48192

State of Michigan

County of Wayne } ss.

Subscribed and sworn to before me this 8th day of April, 2024

by Randall A. PentiuK

(NOTARY MUST LIST NAMES OF ALL PERSONS SIGNING)

(Signature of Notary)

Notary Public for Wayne County,

State of Michigan

(Notary Seal)

My commission expires 2/06/2028

FIFTH

The purposes for which the corporation is organized are to operate a religious ministry serving others, to nourish the human body, mind, and spirit, and to provide assistance to the poor, hungry, and homeless. Such purposes are carried out by volunteers and employees as a corporate expression of their obedience to the teachings of Christ and true worship, and to further train others to live out their faith, which expression lies at the very core of the corporation's mission. (Matthew 25:43; James 1:27). The corporation will also undertake such other activities in furtherance thereof, including but not limited to non-denominational faith based spiritual guidance, and:

(a) To operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", including for such purposes the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

(b) To receive and administer funds; to acquire, invest, dispose of, and deal with real and personal property and interests therein; and to apply gifts, grants, contributions, bequests and devisees, and the income and proceeds thereof, in furtherance of the purposes of the Corporation, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the bylaws of the Corporation.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).

(d) 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 to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article II.

(e) No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or other attempting to influence legislation, (except as provided in Code Section 501(h) 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.

It is expressly understood that the foregoing enumeration of a general plan is intended in a general sense in the way of illustration only and not in the way of limitation upon the purpose or powers of said corporation.

SIXTH

There shall be no less than three (3) and no more than five (5) Directors and they shall be selected and shall serve in accordance with the provisions as set forth in the Bylaws.

SEVENTH

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation shall not participate in or intervene in (including the publishing or distribution of statements) of any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and 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 (1) by a corporation exempt from federal income tax under IRC 501 (c)(3) or the corresponding section of any future federal tax code; or (2) by a corporation whose contributions are deductible under Section IRC 170 (c)(2) or the corresponding section of any future federal tax code.

NINTH

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed to Detroit Rescue Mission Ministries, a Michigan ecclesiastical, charitable non-profit corporation within the meaning of IRC 501 (c)(3), or the corresponding section of any future federal tax code.

TENTH

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation or its members for monetary damages for a breach of the director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director 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).

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501 (c)(3) or the corresponding section of any future federal tax code. If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board

of directors, in addition to that described in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501 (c)(3) or corresponding section of any future federal tax code. No amendment or repeal of this Article shall apply or have any effect on the liability or alleged liability of any member of the board of directors of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ELEVENTH

The corporation assumes the liability for all acts or omissions of a non-director 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.
- (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.

A claim for monetary damages for a non-director volunteer's acts or omissions shall not be brought or maintained against a non-director volunteer. The claim shall be brought and maintained against the corporation.

However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any further federal tax code.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of volunteers of nonprofit corporations, then the liability of volunteers, in addition to that described in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501 (c)(3) or corresponding section of any future federal tax code. No amendment or repeal of this Article shall apply or have any effect on the liability or alleged liability of any volunteer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.