

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY

ID NUMBER: 71477P

received by facsimile transmission on June 23, 2014 is hereby endorsed.

Filed on June 24, 2014 by the Administrator.

This 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 27th day of June, 2014.

***Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau***

Sent by Facsimile Transmission

CSC/LCP-502 (Rev. 02/13)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU										
Date Received	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%;"> <tr> <td colspan="3">Name Patrick J Haddad</td> </tr> <tr> <td colspan="3">Address 500 Woodward Avenue, Suite 2500</td> </tr> <tr> <td>City Detroit, MI 48226</td> <td>State</td> <td>ZIP Code</td> </tr> </table>		Name Patrick J Haddad			Address 500 Woodward Avenue, Suite 2500			City Detroit, MI 48226	State	ZIP Code
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EFFECTIVE DATE:										

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

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

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

ARTICLE I

The name of the corporation is:

Notre Dame Preparatory School and Marist Academy

ARTICLE II

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

See Article II attached and incorporated herein by this reference.

ARTICLE III

1. The corporation is organized upon a nonstock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is n/a. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:
n/a

ARTICLE III (cont.)

Text

- 3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
None as of the date hereof.
- b. The description and value of its personal property assets are: (if none, insert "none")
Equipment, furnishings and other assets, net: \$300,000
- c. The corporation is to be financed under the following general plan:
The Corporation is to be financed through tuition, fees and other operating revenues, contributions, investment income and other sources that may be available.
- d. The corporation is organized on a directorship basis.
(Membership or Directorship)

ARTICLE IV

- 1. The name of the resident agent at the registered office is:
Anthony Block
- 2. The address of its registered office in Michigan is:
1300 Giddings Road Pontiac, Michigan 48340
(Street Address) (City) (ZIP Code)
- 3. The mailing address of the registered office in Michigan if different than above:
n/a, Michigan _____
(Street Address or PO Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Daron Gifford	1300 Giddings Road, Pontiac, MI 48340
Kristopher F. Powell	1300 Giddings Road, Pontiac, MI 48340
Ann M. Stone	1300 Giddings Road, Pontiac, MI 48340

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See Articles II and VI through XII attached and incorporated herein by this reference.

I, (We), the incorporator(s) sign my (our) name(s) this 23RD day of June, 2014

Daron Gifford
Daron Gifford

Kristopher F. Powell
Kristopher F. Powell

Ann M. Stone
Ann M. Stone

CONTINUATION OF ARTICLES OF INCORPORATION**NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY,
a Michigan nonprofit corporation****ARTICLE II**

The Corporation is organized to receive and administer funds exclusively for charitable, educational and religious purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), by supporting and undertaking the operations, organization and growth of Notre Dame Preparatory School and Marist Academy (the "School"), a nonprofit, non-public Catholic elementary and secondary school, such support and undertakings may include, without limitation: (a) acquiring, owning, managing and developing real and personal property; (b) receiving, investing and managing contributions, gifts, grants, bequests and devises and their proceeds; (c) developing the strategic plan, structure and curriculum for the School; (d) otherwise supporting all facets of academic and religious training and special programs at the School; (e) owning and operating the School; and (f) conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

ARTICLE VI

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(e) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Michigan Nonprofit Corporation Act, as amended, and any successor act (the "Act").

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Trustees, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

ARTICLE VII

The School shall operate in conformity with the teaching authority of the Roman Catholic Church and the 1983 Code of Canon Law, as it may be amended from time to time or any successor code, including, but not limited to, pertinent canons on schools (796-806), other

CONTINUATION OF ARTICLES OF INCORPORATION
NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY,
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universal laws of the Roman Catholic Church, particular law, and pertinent policies and guidelines established for schools by the Roman Catholic Archdiocese of Detroit.

ARTICLE VIII

To ensure that the School maintains a mission and identity in the Catholic Church as well as consistency and fidelity in the Church's Magisterium and Catholic education:

- (a) No less than a majority of the entire Board of Trustees (including the Chairperson) must be Catholics in good standing;
- (b) The School's annual slate of Trustees will be presented to the appropriate canonical leadership of the Roman Catholic religious institute named in the Corporation's Bylaws ("*Religious Institute Leadership*"), who are responsible solely for the maintenance of the School's Catholic identity and its Catholic mission. Religious Institute Leadership may object to and disqualify any proposed Board member within twenty-one (21) days of receiving written notice of the proposed appointments solely for reasons having to do with the School's Catholic identity and its Catholic mission and additionally may remove any sitting Trustee on such grounds; and
- (c) The Archbishop of Detroit, in his sole discretion, may withdraw his support in designating the School as a Catholic school and organization and the listing of the Corporation in the Official Catholic Directory.

ARTICLE IX

A. A volunteer Trustee or volunteer officer of the Corporation, as such terms are defined in the Act, shall not be personally liable to the Corporation for monetary damages for a breach of the Trustee's or officer's fiduciary duty, except that this provision shall not eliminate or limit the liability of a volunteer Trustee or volunteer officer for any of the following:

- (1) For any breach of the director's or officer's duty of loyalty to the Corporation,
- (2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law,
- (3) For a violation of Section 551(1) of the Act,
- (4) For any transaction from which the director or officer derived an improper personal benefit,
- (5) For acts or omissions occurring before the filing of these Articles of Incorporation, or

CONTINUATION OF ARTICLES OF INCORPORATION
NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY,
a Michigan nonprofit corporation

(6) For acts or omissions which are grossly negligent.

B. The Corporation shall assume all liability to any person other than the Corporation for all acts or omissions of a volunteer Trustee occurring on or after the filing of these Articles of Incorporation and incurred in the good faith performance of his or her duties as a Trustee. However, the Corporation shall not assume any liability to the extent the assumption is not permitted by the Corporation's status as an organization described in Section 501(c)(3) of the Code.

C. The Corporation shall assume the liability for all acts or omissions of a volunteer officer or other non-director volunteer, as those terms are defined in the Act, provided that:

- (1) The volunteer was acting or reasonably believed he 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 or wanton misconduct,
- (4) The volunteer's conduct was not an intentional tort, and
- (5) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

However, the Corporation shall not assume any liability to the extent the assumption is not permitted by the Corporation's status as an organization described in Section 501(c)(3) of the Code.

D. If the Act is amended or superseded, after the filing of these Articles of Incorporation, to authorize the further elimination, limitation or assumption of the liability of the directors, officers or nondirector volunteers of nonprofit corporations, then the liability of Corporation's directors, officers and nondirector volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be eliminated, limited or assumed to the fullest extent permitted by the Act as so amended or superseded, except to the extent that such limitation, elimination or assumption of liability is not permitted by the Corporation's status as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any of the Corporation's directors, officers or nondirector volunteers for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

ARTICLE X

Upon the termination, dissolution or winding up of the Corporation, the Board of Trustees will distribute all remaining assets of the Corporation to the School's successor in interest, if any, or if none to another nonprofit organization listed in the Official Catholic

CONTINUATION OF ARTICLES OF INCORPORATION
NOTRE DAME PREPARATORY SCHOOL AND MARIST ACADEMY,
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Directory, but in either instance only with the approval of the Religious Institute Leadership solely for reasons having to do with the School's Catholic identity and its Catholic mission.

ARTICLE XI

These Articles may be amended or repealed by a two-thirds majority of the entire Board of Trustees, provided that the approval of the Religious Institute Leadership is obtained, which approval is solely for reasons having to do with the School's Catholic identity and its Catholic mission, and further provided that any amendment or repeal of any one or more of this Article or Article VIII(b) or Article VIII(c) shall additionally require the approval of the Archbishop of Detroit.

ARTICLE XII

In the event that the Religious Institute Leadership determines that it may no longer fulfill its rights and obligations specified in these Articles of Incorporation, such rights and obligations may be fulfilled by a successor religious institute pursuant to procedures described in the Corporation's Bylaws.



STATE OF MICHIGAN
DEPARTMENT OF EDUCATION
LANSING

RICK SNYDER
GOVERNOR

MICHAEL P. FLANAGAN
STATE SUPERINTENDENT

June 23, 2014

Ms. Julia Dale, Director
Corporation Division
Department of Labor and Regulatory Affairs
Bureau of Commercial Services
Post Office Box 30054
Lansing, MI 48909

Re: Notre Dame Preparatory School and Marist Academy

Dear Ms. Dale:

The Department of Education has determined that Notre Dame Preparatory School and Marist Academy, 1300 and 1425 Giddings Road, Pontiac, MI 48340, have met the adequacy requirements of the *Michigan General Corporations Act* to incorporate as an educational corporation effective the date of this letter. The Department has no objection to the filing of the articles of incorporation.

The *Michigan General Corporations Act* requires that every educational corporation, before being authorized to file its Articles of Incorporation, present to the Michigan Corporation and Securities Commission written approval from the Department of Education concerning the adequacy of existing or proposed: (1) housing space and administrative facilities; (2) educational programs leading to diplomas; (3) laboratories, libraries, and other teaching facilities; (4) staff; and (5) evidence that at least 50% of its capital has been paid in or reduced to possession [1937 PA 327, MCL 450.170 - 450.171].

On November 20, 2003, the State Board of Education adopted a process for determining whether a nonpublic school has met the adequacy requirements of an educational corporation to be approved by the Department of Education. The Department reviews the reported information and approval is given after it is determined that the adequacy requirements have been met.

Notre Dame Preparatory School and Marist Academy have met the adequacy requirements and are approved as an educational corporation.

Sincerely,

Marla J. Moss, Director
Office of School Support Services

Cc: Fr. Leon Olszarnowski

STATE BOARD OF EDUCATION

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DANIEL VARNER - SECRETARY • RICHARD ZEILE - TREASURER
MICHELLE FECTEAU - NASBE DELEGATE • LUPE RAMOS-MONTIGNY
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