

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

(FOR BUREAU USE ONLY)

**FILED**

**AUG 24 2015**

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**AUG 24 2015**

Form Info: 1 20645510-1 08/21/15

Case #: 1007331

Fee: \$10.00

ADMINISTRATOR  
CORPORATIONS DIVISION 71709L

Name

HENDERSON CASTLE FOUNDATION

Address

762 W MAIN ST SUITE 1

City

KALAMAZOO

State

MI

ZIP Code

49006

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.

**RESTATED 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 Restated Articles:

1. The present name of the corporation is:

HENDERSON CASTLE FOUNDATION

2. The identification number assigned by the Bureau is:

71709L

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was: JUNE 29, 2015

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**

The name of the corporation is:

HENDERSON CASTLE FOUNDATION

**ARTICLE II**

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

including, but not limited to management and ownership of the Castle, open and operate a culinary institution, seek additional grants to upgrade the Castle to meet structural standards. To preserve and promote history, art, housing, tolerance, education, wellness, hospitality, and culture from around the world; the organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(w)

ARTICLE III

1. The corporation is formed on a Nonestock basis.  
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that the corporation has authority to issue is \_\_\_\_\_ . 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

None

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

Grants and operating revenue of the Castle.

The corporation is formed on a Directorship basis.  
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Francois Moyet

2. The address of the registered office is:

100 Moroe Street Kalamazoo Michigan 49006  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:

762 W Main St Suite 1 Kalamazoo Michigan 49006  
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of a future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, 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).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b.  These Restated Articles of Incorporation were duly adopted on the 19th day of August, 2015, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

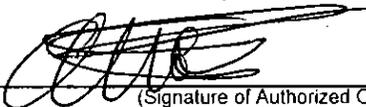
were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to section 525 of the Act as the corporation is formed on a directorship basis.

were duly adopted by the written consent of the shareholders, members, or their proxies having not less than the minimum number of votes required by statute in accordance with section 407 of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders, members, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this 8/19/15 day of 2015

By   
(Signature of Authorized Officer or Agent)

Francois Moyet  President  
(Type or Print Name) (Type or Print Title)