

ARTICLES OF INCORPORATION

OF

EASTERN UPPER PENINSULA MASONIC CHARITY, INC.

Pursuant to the Michigan Nonprofit Corporation Act, Act 162 of 1982, as amended (the “Act”), the following Articles of Incorporation are adopted:

ARTICLE I – NAME

The name of the corporation is **Eastern Upper Peninsula Masonic Charity, Inc.** (“Corporation” or “EUPMC”).

ARTICLE II – NONPROFIT CHARACTER; DURATION

Section 2.1 – Nonprofit. The Corporation is a nonprofit, nonstock corporation organized under the Act. No part of the net earnings shall inure to the benefit of any private individual.

Section 2.2 – Duration. The duration of the Corporation is perpetual.

ARTICLE III – PURPOSE (ORGANIZATIONAL TEST)

The Corporation is organized and shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including charitable, educational, and historical-preservation purposes. Within such purposes, the Corporation may:

- (a) preserve, maintain, and operate historically significant facilities for public benefit;
- (b) provide space and programs for community, charitable, and educational activities;
- (c) conduct or support charitable initiatives and public education; and

(d) make grants to and collaborate with organizations described in §§170(c)(2)(B) and 501(c)(3) of the Code.

While governance shall remain in the hands of Master Masons or members of affiliated Masonic bodies, the charitable purposes and activities of the Corporation are expressly and permanently dedicated to the general public without regard to Masonic affiliation.

All assets are irrevocably dedicated to the Corporation's exempt purposes.

ARTICLE IV – LIMITATIONS (OPERATIONAL TEST)

Section 4.1 – No Private Inurement/Benefit. 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 for reasonable compensation for services and payments in furtherance of the purposes set forth herein.

Section 4.2 – Lobbying and Political Activity. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of §501(c)(3) or, if elected, §501(h)). The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.3 – Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on activities not permitted to an organization exempt under §501(c)(3) of the Code or to which deductible contributions may be made under §170(c)(2) of the Code.

ARTICLE V – PRIVATE-FOUNDATION SAVINGS CLAUSE (IF APPLICABLE)

If at any time the Corporation is a private foundation within the meaning of §509(a) of the Code, then, for such period, it shall:

(a) Distribute its income for each taxable year at such time and in such manner as not to subject it to tax under §4942;

- (b) Not engage in any act of self-dealing as defined in §4941(d);
 - (c) Not retain any excess business holdings as defined in §4943(c);
 - (d) Not make any jeopardizing investments as defined in §4944; and
 - (e) Not make any taxable expenditures as defined in §4945(d).
-

ARTICLE VI – DISSOLUTION; DEDICATION OF ASSETS

Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities, all assets shall be distributed exclusively for one or more purposes within the meaning of §501(c)(3) of the Code, or to a governmental unit for a public purpose, as the Board of Directors shall determine.

Preferred distributee. To honor the Corporation's historic Masonic roots, the Board shall first consider distributing remaining assets to the Michigan Masonic Charitable Foundation, Inc., provided it then qualifies under §501(c)(3); if not, to one or more §501(c)(3) organizations with substantially similar charitable, educational, or historical-preservation purposes serving Michigan's Eastern Upper Peninsula.

No assets shall be distributed to any director, officer, or private person.

ARTICLE VII – MEMBERS

The Corporation shall have no members. All corporate powers and authority are vested in the Board of Directors as provided in the Act and the bylaws.

ARTICLE VIII – BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, the number, qualifications, terms, and method of selection of which are set forth in the bylaws. To safeguard public-charity status, all directors shall serve in a fiduciary

capacity to the Corporation as a whole and not primarily as representatives of any outside lodge, chapter, or organization.

ARTICLE IX – REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation in Michigan shall be as set forth in the records of the Michigan Department of Licensing and Regulatory Affairs (LARA) and may be changed by filing the appropriate statement without amending these Articles.

ARTICLE X – DIRECTOR LIABILITY; INDEMNIFICATION

Section 10.1 – Limitation of Liability. To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by law.

Section 10.2 – Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Act and may purchase insurance on their behalf.

ARTICLE XI – TAX-STATUS CONTINGENCY; STRUCTURAL FLEXIBILITY

The Corporation's intent and primary path is qualification and operation as a §501(c)(3) public charity. If recognition is delayed or denied, the Board may, consistent with law, (a) form or utilize a controlled §501(c)(2) title-holding subsidiary to hold real property and remit net income to the Corporation or other §501(c)(3) organizations; or (b) restructure to maintain compliance—without altering the charitable purposes, inurement, political-activity, or dissolution limitations set forth in these Articles.

ARTICLE XII – AMENDMENTS; IRS COMPLIANCE

These Articles may be amended in the manner provided by the Act. Any amendment that affects the Corporation's exempt purposes, dissolution, or the limitations in Articles III–VI shall be consistent with §501(c)(3) and, where required, reported to the IRS. In the event of any inconsistency between these Articles and the bylaws, these Articles shall control.

ARTICLE XIII – INCORPORATOR

The name and business address of the incorporator are on file with LARA and available for public inspection.

ARTICLE XIV – BYLAWS

Bylaws consistent with these Articles and the Act may be adopted and amended by the Board of Directors and shall govern the Corporation's internal affairs.

CERTIFICATION

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on _____, 2025, in accordance with the Michigan Nonprofit Corporation Act.

Secretary
Eastern Upper Peninsula Masonic Charity, Inc.

Date: _____

Filing & Compliance Notes (for your packet; not part of the Articles text)

- **LARA:** Use the nonprofit Articles/Restatement online; provide registered office/agent on the **form** (the text above references LARA's record so you don't need an extra article edit for future changes).
- **IRS:** Attach these Articles to **Form 1023-EZ** (if eligible) or **Form 1023**; include bylaws and conflict-of-interest policy.
- **Grantmakers/Auditors:** The PF clause (Art. V) is a safety net; it doesn't make you a PF but proves compliance if you ever were.
- **Name:** If you're converting from the older entity, add LARA's restatement/assumed name steps as needed; your bylaws already harmonize.

If you want this dropped into your canvas as a separate, ready-to-print doc, say "use canvas," and I'll post it cleanly formatted with signature lines.