

City of Detroit

Janice M. Winfrey
City Clerk

OFFICE OF THE CITY CLERK

Andre P. Gilbert II
Deputy City Clerk

DEPARTMENT PETITION REFERENCE COMMUNICATION

To: The Department or Commission Listed Below

From: Janice M Winfrey, Detroit City Clerk

The following petition is herewith referred to you for report and recommendation to the City Council.

In accordance with that body's directive, kindly return the same with your report in duplicate within four (4) weeks.

| | |
|-------------------------|---|
| Petition No. | 2025-243 |
| Name of Petitioner | Detroit Phoenix Center |
| Description of Petition | Request from your Honorable Body a resolution in support of a Charitable Gaming License for the non-profit Detroit Phoenix Center to host "Wine Down After Work" a networking and fundraising event, on Thursday November 6, 2025 from 4:30 – 8:00 PM at DTE Energy's headquarters. |
| Type of Petition | Charitable Gaming License |
| Submission Date | 09/24/2025 |
| Concerned Departments | City Clerk, City Council |
| Petitioner Contact | Mary Jo Vortkamp 1420 Washington Blvd. Detroit, MI. 48226 (Ph) 586-873-7961 Mary313franklin@gmail.com |

City of Detroit
OFFICE OF THE CITY CLERK

Janice M. Winfrey
City Clerk

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Deputy City Clerk

September 24, 2025

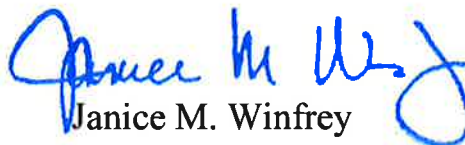
Honorable City Council

RE: **Petition No.:** 2025-243 – Detroit Phoenix Center, a nonprofit organization, requests a resolution from your Honorable Body in support of a charitable gaming license.

The petitioner wishes to be recognized as a nonprofit organization operating in the community for purposes of obtaining a gaming license from the Bureau of State Lottery. Be advised that the organization meets the criteria for such recognition as established by the City Council on May 15, 2012.

Therefore, approval of this petition is recommended, and an appropriate resolution is attached.

Respectfully submitted,


Janice M. Winfrey

JMW:KW

RESOLUTION

By Council Member: _____

Whereas, Detroit Phoenix Center (1420 Washington Blvd., Suite 301, Detroit, MI 48226) requests for recognition as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the State of Michigan, and

Whereas, the organization meets the criteria for such recognition as established by the City Council on May 15, 2012.

Therefore Be it Resolved, the Detroit City Council recognizes Detroit Phoenix Center (1420 Washington Blvd., Suite 301, Detroit, MI 48226) as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the Bureau of State Lottery.



Detroit Phoenix Center
A PLACE WHERE LOVE FLIES

April 29, 2025

To Whom It May Concern,

Please consider this letter a request for a raffle license for the non-profit, Detroit Phoenix Center. The raffle will take place during Wine Down After Work, a networking and fundraising event held on behalf of the charity, at DTE Energy's headquarters on Thursday, November 6, 2025, 4:30 – 8 p.m. The event is only open to DTE employees and charity attendees. We appreciate your consideration.

Sincerely,
Courtney Smith

Courtney Smith
Founder & CEO

Detroit Phoenix Center

1420 Washington Blvd. Ste. 301
Detroit, MI 48226
313-482-0916
detroitphoenixcenter.org



March 5, 2025

To Whom It May Concern,

Please consider this letter an approval to permit non-profit, Detroit Phoenix Center, to host Wine Down After Work, a networking and fundraising event, at DTE Energy's headquarters on Thursday, November 6, 2025, 4:30 – 8 p.m. During the event, which is only open to DTE employees, we're requesting the ability to serve beer and wine. We appreciate your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "C. Conlen", written over a horizontal line.

Chuck Conlen – VP, Clean Energy and Acquisitions
Sponsoring Vice President for DTE Energy

CC: Jennifer Simmons – Controller DTE Gas
Terri Schroeder – Director, Renewable Energy



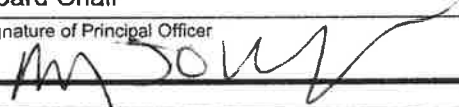
Charitable Gaming Division
 Box 30023, Lansing, MI 48909
OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

RAFFLE LICENSE APPLICATION

For Bureau Use Only

ALLOW 4-6 WEEKS FOR PROCESSING.
 PLEASE PRINT OR TYPE IN BLUE OR BLACK INK.

| | | | | | | |
|---------------------------|--|--|------------------------|--|---|---------------------------|
| QUALIFICATION INFORMATION | 1. Organization Name Detroit Phoenix Center | | | | 2. Organization ID Number or Last License Number Issued | |
| | 3. Organization Street Address 1420 Washington Blvd | | City Detroit | State MI | Zip Code 48226 | |
| | Organization Mailing Address 1420 Washington Blvd | | City Detroit | State MI | Zip Code 48226 | County 82 Wayne |
| | 4. Has your organization ever received a license such as bingo, raffle or charity game ticket? <input type="checkbox"/> Yes - Complete application and submit with the appropriate fee. <input checked="" type="checkbox"/> No - You must submit the documentation requested on the Qualification Requirements sheet and become qualified before any licenses can be issued. The Qualification Requirements sheet can be obtained from our website at www.michigan.gov/cg or by calling our office at (517) 335-5780. | | | | | |
| | 5. Is your organization a candidate committee, political committee, political party committee, ballot question committee, independent committee or any other committee as defined by, and organized pursuant to, the Michigan Campaign Finance Act 388 of the Public Acts of 1976, as amended, being sections 169.201 to 169.282 of the Michigan Compiled Laws? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | 6. Has your organization received contributions or made expenditures of \$500 or more in the last calendar year for the purpose of influencing or attempting to influence the action of voters for or against the nomination or election of a candidate, or the qualification, passage, or defeat of a ballot question? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |

| | | | | |
|--|--|-------------------------------|---|------------------------------------|
| SIGNATURE(S) | 7. Provide name, title, home address, and telephone numbers for the PRINCIPAL OFFICER, e.g., president, grand knight, worthy matron, etc., and the vice president or equivalent and one other officer of the organization. SIGNATURE OF PRINCIPAL OFFICER REQUIRED - OR - TWO signatures of the vice president or equivalent and one other officer. Original signatures are required. Electronic or stamped signatures are not accepted. NOTE: Executive director signature not acceptable. | | | |
| | Name and Title | | Street, City, State, ZIP Code | Telephone Numbers |
| | Principal Officer Mary Jo Vorkamp | | 57880 Rosell | Day (586) 873-7961 |
| | Title Board Chair | | | Evening (586) 873-7961 |
| | Signature of Principal Officer  | | Email Address mary313franklin@gmail.com | Date 09/17/25 |
| | - OR - | | | |
| | Name and Title | | Street, City, State, ZIP Code | Telephone Numbers |
| | Vice President or Equivalent | | | Day () |
| | Title | | | Evening () |
| | Signature of Vice President or Equivalent | | Email Address | Date |
| Name and Title | | Street, City, State, ZIP Code | Telephone Numbers | |
| Other Officer | | | Day () | |
| Title | | | Evening () | |
| Signature of Other Officer | | Email Address | Date | |
| By signing above, I CERTIFY that I am at least 18 years of age, the organization applying is a NONPROFIT organization, I have examined this application and there is no misrepresentation or falsification in the information stated or attached, and the facts underlying our original qualification status remain unchanged. I CERTIFY that ALL chairpersons associated with this raffle will read and understand the duties and responsibilities of a Raffle Chairperson as described in the Raffle Guide and Raffle Rules before performing any duties as a chairperson. I FURTHER CERTIFY that I am aware that false or misleading statements will be cause for rejection of this application or revocation of the right to obtain any future licenses and I AM AWARE OF AND AGREE TO the conditions of Act 382 of the Public Acts of 1972, as amended, and the rules and directives of the Michigan Bureau of State Lottery. | | | | |

COMPLETE THE ENTIRE APPLICATION AND MAKE A COPY FOR YOUR RECORDS



COMPLETION: Required for licensure.
 PENALTY: No license will be issued.

QUALIFICATION INFORMATION

THIS IS AN INFORMATION FORM ONLY, NOT A LICENSE APPLICATION. Complete this form and submit with the required qualification documents listed on the attached Qualification Requirements sheet. A Bingo, Raffle, or Charity Game Ticket license application and fee may also be submitted with this information. See box #5 below for mailing instructions.

1. ORGANIZATION INFORMATION

| | | | |
|---|--------------------|--|--|
| Organization Name Detroit Phoenix Center | | Organization Telephone Number (313) 482-0916 | |
| Organization Physical Street Address 1420 Washington Blvd | | | |
| City Detroit | State MI | Zip Code 48226 | County 82 Wayne |
| Organization Mailing Address | | | <input checked="" type="checkbox"/> Same as Physical Address |
| City | State | Zip Code | County |
| | | | |
| Organization Email Address | | | |
| | | | |

2. ORGANIZATION PURPOSE

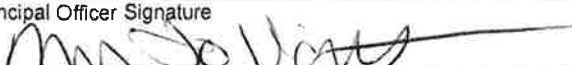
Briefly describe the purpose of your organization.

Detroit Phoenix Center provides critical resources, wraparound support, and a safe, nurturing environment to youth. We partner with young people to break the generational cycle of homelessness and poverty

3. LICENSE APPLICATION

Enclosed is a completed application and fee for a Bingo Raffle Charity Game Ticket license
 For all license applications, visit our website at www.michigan.gov/cg/qualify-and-apply. Make checks payable to STATE OF MICHIGAN.

4. PRINCIPAL OFFICER INFORMATION

| | | | |
|--|--------------------------|---|---|
| Principal Officer Name Mary Jo Vortkamp | | Title Board Chair | |
| Mailing Address 57880 Rosell | | City New Haven | |
| State MI | Zip Code 48048 | Telephone Number (Day) (313) 873-7961 | Telephone Number (Evening) (313) 873-7961 |
| Email Address mary313franklin@gmail.com | | | |
| By signing below, I hereby certify that the representations, information, and data presented are true, accurate, and complete to the best of my knowledge. I understand that failure to answer truthfully, completely, and accurately could preclude the organization from receiving an approval to obtain a gaming license. | | | |
| Principal Officer Signature  | | | Date 9/17/25 |

5. MAILING INSTRUCTIONS

Mail this completed Qualification Information form, the required qualification documentation listed on the Qualification Requirements sheet, and the completed license application and fee (if also applying for a gaming license) to Charitable Gaming Division, PO Box 30023, Lansing, MI 48909. If submitting by overnight carrier (FedEx, UPS, etc.), send to Charitable Gaming Division, 101 East Hillsdale, Lansing, MI 48933.





LOCAL CIVIC ORGANIZATION QUALIFICATION REQUIREMENTS

If the organization has never submitted qualifying information as a local civic organization, the following information shall be submitted in the name of the organization prior to being approved to conduct a bingo, raffle, or charity game. A previously qualified organization may be required to submit updated qualification information to assure its continued eligibility under the act.

1. A signed and dated copy of the organization's current bylaws or constitution, including membership criteria.
2. A complete copy of the organization's Articles of Incorporation that have been filed with the Corporations and Securities Bureau, if the organization is incorporated.
3. A copy of the letter from the IRS stating the organization is exempt from federal tax under IRS code 501(c) OR copies of one bank statement per year for the previous five years, excluding the current year.
4. A provision in the bylaws, constitution, or Articles of Incorporation that states should the organization dissolve, all assets, and real and personal property will revert to the benefit of the local government or another nonprofit organization.
5. A revenue and expense statement for the previous 12 month period to prove all assets are used for charitable purposes, i.e. 990's, treasurer's report, audit. Do not send check registers or cancelled checks. Explain the purpose of each expenditure made to an individual. Once the organization has conducted licensed gaming events, the Bureau may require the organization to provide additional proof that all assets are being used for charitable purposes.
6. A copy of a resolution passed by the local body of government stating the organization is a recognized nonprofit organization in the community (form attached).
7. A provision in the bylaws, constitution, or Articles of Incorporation indicating the organization will remain nonprofit forever.

Additional information may be requested after the initial documents submitted have been reviewed. If you have any questions or need further assistance, please call our office at (517) 335-5780.

Act 382 of the Public Acts of 1972, as amended, defines "A local civic organization in this state that is organized not for pecuniary profit; that is not affiliated with a state or national organization; that is recognized by resolution adopted by the local governmental subdivision in which the organization conducts its principal activities; whose constitution, charter, articles of incorporation, or bylaws contain a provision for the perpetuation of the organization as a nonprofit organization; whose entire assets are used for charitable purposes; and whose constitution, charter, articles of incorporation, or bylaws contain a provision that all assets, real property, and personal property must revert to the benefit of the local governmental subdivision that granted the resolution or another nonprofit organization on dissolution of the organization."



Detroit Phoenix Center

A PLACE WHERE YOUTH RISE

NONPROFIT BYLAWS OF DETROIT PHOENIX CENTER

PREAMBLE

The following bylaws shall be subject to, and governed by, the Michigan Nonprofit Corporation Act, P.A. 1982, No. 162, as amended (the "Act") and the Articles of Incorporation of Detroit Phoenix Center. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the Act, the Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of Corporation, it shall then be these bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Corporation shall be known as Detroit Phoenix Center, and shall herein be referred to as the "Corporation."

ARTICLE 2 – PURPOSE

The purposes for which the Corporation is organized are as follows:

1. To receive and administer funds and assets for charitable, religious, scientific, literary, or educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The primary purpose of the Corporation shall be to improve the lives of children and young adults experiencing homelessness or at risk of homelessness and to contribute to the growing movement to end poverty and youth homelessness in Detroit. The Corporation shall exercise such powers in furtherance of its corporate purposes as are authorized under the provisions of the Act.

2. The Corporation, including all activities conducted incident to its purposes, shall at all times be conducted so as to qualify as an organization described in Section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws. 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 any corresponding provision of any subsequent federal tax laws;
 - b. by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provision of any subsequent federal tax laws; or
 - c. by a nonprofit corporation under the provisions of the Act, or any corresponding provisions of any subsequent Michigan law.
3. To do all such things and to perform all such acts to accomplish its purposes as the Board 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.
4. No part of the activities of the Corporation shall consist of attempting to influence any legislation by propaganda or otherwise; or directly or indirectly participating in, intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
5. No part of the assets or net earnings of the Corporation shall inure to the benefit of or shall be distributable to the Corporation's Directors, officers, members or to 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 its stated purposes.

ARTICLE 3 – OFFICES

The principal office of the Corporation shall be located at 8801 Woodward Avenue, Detroit, Michigan 48202.

The Corporation may have other such offices as the Board may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 – BOARD OF DIRECTORS

1. *BOARD OF DIRECTORS.* The Board of Directors (the "Board") is the governing body of the Corporation. The Corporation is organized on a nonstock, Directorship basis under the Act. Except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation shall be approved by action of the Board.

2. *POWERS OF THE BOARD.* The Board shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan. The Board shall meet as often as necessary to conduct the business of the Corporation, but at least annually.
3. *NUMBER OF DIRECTORS.* The Board shall consist of not less than five (5) and not more than thirteen (13) persons, as determined from time to time by the Board. Each person appointed to the Board is called a Director of the Board.
4. *EX-OFFICIO MEMBERS.* In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Directors, which shall have the same rights and obligations, including voting power, as the other Directors, unless otherwise stated herein.
5. *BOARD COMPENSATION.* A Director shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with sections relating to "Contracts Involving Directors and/or Officers" as stipulated under these bylaws, nothing in these bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered.
6. *BOARD ELECTIONS.* The Board Development Committee shall present nominations for new and renewing Directors at the Board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Board Development Committee shall be made known to the Board in writing before nominations are made and voted on. The slate of nominations of new and incumbent Directors shall be approved by a majority of those Directors at a Board meeting at which a quorum is present.
7. *TERM AND SELECTION OF DIRECTORS.* Directors shall be elected to two-year terms by the affirmative vote of the Board at its Annual Meeting, and vacancies shall be filled in the manner specified in this section 7, below. The terms of the Directors shall be staggered so that approximately one-third of the Directors are elected at each Annual Meeting. Directors' terms shall commence at the conclusion of the Annual Meeting at which they are elected and shall expire at the conclusion of the Annual Meeting at which their successors are elected. No person shall serve more than 5 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Director to 1 additional year(s). No person shall serve more than 10 consecutive years. After serving the maximum total number of consecutive years

on the Board, a Director may be eligible for reconsideration as a Director after 2 years have passed since the conclusion of such Director's service.

8. **VACANCIES.** A vacancy on the Board may exist upon the occurrence of the following events:
 - a) The death, resignation, or removal of any Director;
 - b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Act of the law dealing with the standards of conduct for a Director, or has missed 3 consecutive meetings of the Board, or a total of 4 meetings of the Board during any one calendar year;
 - c) An increase in the authorized number of Directors; or
 - d) The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

9. **RESIGNATION.** Each Director shall have the right to resign at any time upon written notice thereof to the Chair, Secretary, or the Chair and Chief Executive Officer. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
10. **REMOVAL.** A Director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Directors, provided that the Director to be removed has been notified in writing in the manner set forth in this article that such action would be considered at the meeting.
11. **ANNUAL MEETING.** The annual meeting of the Board shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board shall elect Directors, elect officers, and consider such other business as may properly be brought

before the meeting. If less than a quorum of the Directors appears for an annual meeting of the Board, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Notice shall be given to the Directors at least ten (10) but not more than sixty (60) days prior to an annual meeting of the Board.

12. *REGULAR MEETINGS.* Regular meetings of the Board may be held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or consent of all the Directors. No notice is required for a regular meeting of the Board.
13. *SPECIAL MEETINGS.* Special meetings of the Board shall be called by the Secretary upon the written request of the Chair or any two Directors. Special meetings of the Board shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, telegraph, mail or electronic means (including by email, voice mail or facsimile) to each Director not less than twenty-four (24) hours prior to the meeting and if by telephone, telegraph, or electronic means, confirmed in writing before or after the meeting.
14. *ROBERT'S RULES OF ORDER.* Meetings of the Board shall be conducted in accordance with Robert's Rules of Order.
15. *MINUTES.* The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary at the meeting, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Director via either regular mail, hand delivery, email, or fax within 14 business days after the close of each Board meeting.
16. *ACTION BY UNANIMOUS WRITTEN CONSENT.* Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

17. *QUORUM.* At each meeting of the Board or Board Committees, the presence of one half of total number of Directors plus one shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair shall be the deciding vote. The act of the majority of the Directors serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Director shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Directors participating in the meeting.
18. *VOTING.* Each Director shall only have one vote.
19. *PROXY.* Directors shall not be allowed to vote by written proxy.
20. *PARTICIPATION IN MEETING BY REMOTE COMMUNICATIONS EQUIPMENT.* A member of the Board or of a committee may participate in a meeting by conference telephone or by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.
21. *METHODS FOR GIVING NOTICES AND CONSENTS.* Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted to be given in writing may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email, voicemail, or facsimile. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting.
22. *DIRECTOR ATTENDANCE.* An elected Director who is absent from three (3) consecutive regular meetings of the Board during a fiscal year or four (4) regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair his/her commitment to the Corporation. The Board may deem a Director who has missed three (3) consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 5 – OFFICERS

1. *OFFICERS AND DUTIES.* The Board shall elect officers of the Corporation which shall include a Chair, Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair or Vice Chair. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair, Chair and Chief Executive Officer, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board.

2. *CHAIR.* It shall be the responsibility of the Chair, when present, to preside over all meetings of the Board and Executive Committee. The Chair is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the Chair and Chief Executive Officer's signature must be provided.
3. *VICE Chair.* In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board shall prescribe.
4. *Chair and Chief Executive Officer.* It shall be the responsibility of the Chair and Chief Executive Officer, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board. The Chair and Chief Executive Officer shall keep the Board completely informed, shall freely consult

with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board may place the Chair and Chief Executive Officer under a contract of employment where appropriate. The Chair and Chief Executive Officer shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The Chair and Chief Executive Officer shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The Chair and Chief Executive Officer, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation. The Chair and Chief Executive Officer shall be an ex-officio non-voting member of the Board.

5. *SECRETARY.* The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation.
6. *TREASURER.* It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board, and shall render to the Chair, Chair and Chief Executive Officer, and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Board a report of financial statuses at each regular board meeting.

ARTICLE 6 – COMMITTEES

1. *Committees of Directors.* The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each

such committee shall consist of two (2) or more Directors, and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board may not have any non-Director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board or any committee that has the authority of the Board.
- c) Fix compensation of the Directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or these bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

2. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 - Board of Directors, concerning meetings and actions of the Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the

committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a Director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of (a) Directors, (b) Directors or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

3. **EXECUTIVE COMMITTEE.** Pursuant to Article 6 - Committees, the Board may appoint an Executive Committee composed of a minimum of 3 Directors, one of whom shall be the Chair and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in this Article 6. The Secretary of the Corporation shall send to each Director a summary report of the business conducted in any meeting of the Executive Committee.
4. **BOARD DEVELOPMENT COMMITTEE.** The Board, at its sole discretion, may appoint a Board Development Committee, which shall present nominations for new and renewing Directors.
5. **AUDIT COMMITTEE.** The Board, at its sole discretion, may appoint an Audit Committee, which shall otherwise govern any committee's operations, and may be comprised of one or more persons including persons other than Directors of the Corporation.

The membership of the Audit Committee shall not include the following persons:

- a) The Chair of the Corporation;
- b) The Treasurer of the Corporation;
- c) Any employee of the Corporation; or
- d) Any person with a material financial interest in any entity doing business with the Corporation.

In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation are in order, and after review shall determine whether to accept the audit.

It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Michigan.

ARTICLE 7 - STANDARD OF CARE

1. *GENERAL.* A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation whom the Director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence,

so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 7 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

2. **LOANS.** The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the Michigan Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
3. **PROCEDURES AND RECORDS.** All minutes of the Board meetings, when applicable, shall contain the following information:
 - a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
 - b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.
4. **ACKNOWLEDGMENT OF CONFLICT OF INTEREST POLICY.** Each Director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:
 - a) Has received a copy of the conflict of interest policy;
 - b) Has read and understands the policy;
 - c) Has agreed to comply with the policy; and
 - d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
5. **VIOLATION OF LOYALTY – SELF-DEALING CONTRACTS.** A self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors,

or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation and a corporation, firm, or association of which one or more of its Directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

6. *INDEMNIFICATION.*

- a) *NONDERIVATIVE ACTIONS.* Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the

person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

b) *DERIVATIVE ACTIONS.* Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

c) *EXPENSES OF SUCCESSFUL DEFENSE.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7(a) or 7(b) of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

d) *CONTRACT RIGHT; LIMITATION ON INDEMNITY.* The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in section 7(c) of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

e) *DETERMINATION THAT INDEMNIFICATION IS PROPER.* Any indemnification under sections 7(a) or 7(b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7(a) or 7(b), whichever is applicable. The determination shall be made in any of the following ways:

- i) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
- ii) If the quorum described in clause (a) above is not obtainable, by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- iii) By independent legal counsel in a written opinion.

f) *PROPORTIONATE INDEMNITY.* If a person is entitled to indemnification under sections 7(a) or 7(b) of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

g) *EXPENSE ADVANCE.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7(a) or 7(b) of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

h) *NONEXCLUSIVITY OF RIGHTS.* The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

i) *INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION.* The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

j) *FORMER DIRECTORS AND OFFICERS.* The indemnification provided in this Article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

k) *INSURANCE.* The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against liability under this Article or the laws of the state of Michigan.

l) *CHANGES IN MICHIGAN LAW.* If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change.

ARTICLE 8 – EXECUTION OF CORPORATE INSTRUMENTS

1. *EXECUTION OF CORPORATE INSTRUMENTS.* The Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the Chair and Chief Executive Officer, Chair, Secretary, or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board shall authorize to do so.

2. *LOANS AND CONTRACTS.* No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the

express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE 9 – RECORDS AND REPORTS

1. ***MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.*** The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.
2. ***MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS.*** The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.
3. ***MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.*** The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair or Chair and Chief Executive Officer, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

4. ***PREPARATION OF ANNUAL FINANCIAL STATEMENTS.*** The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these bylaws. The Corporation shall make these financial statements available to the Michigan Attorney General and members of the public for

inspection no later than 60 days after the close of the fiscal year to which the statements relate.

5. *REPORTS.* The Board shall ensure an annual report is sent to all Directors within 60 days after the end of the fiscal year of the Corporation, which shall contain the following information:

a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.

d) The information required by Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 10 – FISCAL YEAR

The fiscal year for this Corporation shall end on June 30.

ARTICLE 11 – AMENDMENTS AND REVISIONS

These bylaws may be Bylaws may be amended by the vote of a two-thirds majority of the Directors in office at a duly held meeting of the Board of Directors.

Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 12 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time shall govern the construction of

these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

My JOURNAL 9/17/25

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: 2/13/2017

DETROIT PHOENIX CENTER
1420 WASHINGTON BLVD SUITE 301
DETROIT, MI 48226-0000

Employer Identification Number:
82-1262148
DLN:
26053615001777
Contact Person:
JASON A KROTINE ID# 31666
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
509(a)(2)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
February 13, 2017
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

DETROIT PHOENIX CENTER

Sincerely,

A handwritten signature in cursive script, appearing to read "Stephen M. Mitchell".

Director, Exempt Organizations
Rulings and Agreements

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

FILED

Date Received

JAN 04 2017

FEB 13 2017

FEB 10 2017
CORPORATIONS DIVISION

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

ADMINISTRATOR
CORPORATIONS DIVISION

TranInfo:1 21798208-1 01/03/17
Chk#: 358883 Amt: \$20.00
ID: DETROIT PHOENIX CENTER

| | | |
|---------|-------|----------|
| Name | | |
| Address | | |
| City | State | ZIP Code |

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.

71968W

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: Detroit Phoenix Center

ARTICLE II

The purpose or purposes for which the corporation is formed are:
Detroit Phoenix center exist to empower homeless
Youth ages 14-24 to improve their health,
wellness and self sufficiency.

ARTICLE III

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

2. If formed on a stock basis, the total number of shares 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:

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.

I, (We), the incorporator(s) sign my (our) name(s) this 10th day of December, 2017

Courtney Smith

Mary Jo Vortsey

Y. Bidder

Carol Ann



Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL.432.103a(i)(ii))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____,
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____.
APPROVAL/DISAPPROVAL

APPROVAL

DISAPPROVAL

Yeas: _____

Yeas: _____

Nays: _____

Nays: _____

Absent: _____

Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on _____
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R4/24)