

**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.

Name

John H. Gretzinger

Address

900 Monroe Avenue NW



City

State

ZIP Code

Grand Rapids, MI 49503

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**

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: Muskegon Heights Public School Academy System.
2. The corporation identification number (CID) assigned by the Bureau is: 71232X
3. The corporation has used no other names.
4. The date of filing for the original Articles of Incorporation was: July 3, 2012

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: Muskegon Heights Public School Academy System.

The authorizing body for the corporation is: School District of the City of Muskegon Heights Board of Education (the "District").

ARTICLE II

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

1. The corporation is organized for the purpose of operating as a public school academy in the State of Michigan pursuant to Part 6A of The Revised School Code, Public Act 451 of 1976, as amended, MCL 380.501 to 380.509 (the "Code").

2. The corporation, including all activities incident to its purposes, shall at all times be conducted so as to be a governmental entity pursuant to Section 115 of the United States Internal Revenue Code (the "IRC") or any successor law. Notwithstanding any other provision of these Restated Articles, the corporation shall not carry on any other activity not permitted to be carried on by a governmental instrumentality exempt from federal income tax under Section 115 of the IRC or by a nonprofit corporation organized under the laws of the State of Michigan and subject to a Contract authorized under the Code.

ARTICLE III

The corporation is organized on a non-stock, directorship basis.

The value of assets which the corporation possesses is:

Real Property: \$ 0.00;

Personal Property: approximately \$3,000,000.00.

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

- a. State school aid payments received pursuant to Article I of The State School Aid Act of 1979, Public Act 94 of 1979, as amended, MCL 388.1601 to 388.1772, or any successor law.
- b. Federal funds.
- c. Donations.
- d. Fees and charges permitted to be charged by public school academies.
- e. Other money lawfully received.

ARTICLE IV

The address of the registered office is: 900 Monroe NW, Grand Rapids, Michigan 49503.

The mailing address of the registered office is the same.

The name of the resident agent at the registered office is John H. Gretzinger.

ARTICLE V

The corporation is a governmental entity.

ARTICLE VI

The corporation and its incorporators, board members, officers, employees, and volunteers have governmental immunity as provided in Section 7 of Public Act 170 of 1964, as amended, MCL 691.1407.

ARTICLE VII

Before the issuance of a contract to the corporation by the District, the method of selection, length of term, and the number of members of the board of directors of the corporation shall be approved by a resolution of the District as required by the Code.

ARTICLE VIII

The board of directors of the corporation shall have all the powers and duties permitted by law to manage the business, property and affairs of the corporation.

ARTICLE IX

The officers of the corporation shall be a president, vice-president, secretary and a treasurer, each of whom shall be a member of the board of directors of the corporation and shall be selected by the board of directors of the corporation. The board of directors may select one or more assistants to the secretary or treasurer, and may also appoint such other agents as the board of directors deems necessary for the transaction of the business of the corporation.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its board, directors, officers or other private persons, or organization organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article II of these restated articles of incorporation). Notwithstanding any other provision of these restated articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a governmental entity exempt from federal income tax under section 115 of the IRC, or comparable provisions of any successor law.

To the extent permitted by law, upon the dissolution of the corporation, the board shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the District for forwarding to the state school aid fund established under article IX, section 11 of the Constitution of the State of Michigan of 1963, as amended.

ARTICLE XI

These restated articles of incorporation shall not be amended except by the process provided in the contract issued to the corporation by the District.

If an emergency manager (an “Emergency Manager”) is in place for the District under the Local Financial Stability and Choice Act, Public Act 436 of 2012, as amended, MCL 141.1451 to 141.1575, or a successor law (“Act 436”), amendments to these restated articles of incorporation will take effect only if approved by the board of directors of the corporation and the Emergency Manager and the amendments are filed with the Corporations, Securities, and Commercial Licensing Bureau of the Michigan Department of Licensing and Regulatory Affairs (the “Bureau”). In addition, the corporation shall file with the amendments a copy of the Emergency Manager’s approval of the amendment.

If a receivership transition advisory board (an “Advisory Board”) is in place for the District under Act 436, amendments to these restated articles of incorporation will take effect if approved by the board of directors of the corporation and the board of education of the District (the “District Board”) and the receivership transition advisory board. If an Advisory Board is in place for the District, the District Board shall present any proposed amendment to the Advisory Board within ten (10) days of District Board approval. If the Advisory Board does not take action on the proposed amendment within sixty (60) days of receipt, the proposed amendment shall be deemed approved by the Advisory Board and shall take effect and be filed with the Bureau. In addition, the corporation shall file with the amendments a copy of the District Board’s approval of the amendment and any approval by the Advisory Board.

If no Emergency Manager or Advisory Board is in place for the District under Act 436, amendments to these restated articles of incorporation will take effect only if approved by the board of directors of the corporation and the District Board and the amendments are filed with the Bureau. In addition, the corporation shall file with the amendments a copy of the District Board’s approval of the amendment.

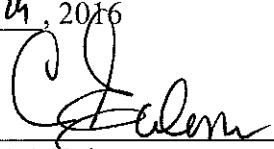
ARTICLE XII

The definitions set forth in the Revised Terms and Conditions incorporated as part of the Contract shall have the same meaning in these Restated Articles of Incorporation.

These Restated Articles of Incorporation were duly adopted on October ____, 2016, in accordance with the provisions of section 641 of the Nonprofit Corporation Act, 1982 PA 162, as amended, MCL 450.2101 to 450.3192, were duly adopted the directors. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

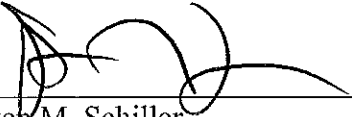
Signed October 24, 2016

By: _____


Carmella M. Ealom
President
Board of Directors of Muskegon Heights Public School Academy System

Approved and signed October 21, 2016 by:

By: _____


Steven M. Schiller,
Emergency Manager
School District for the City of Muskegon Heights

Preparer's name and business telephone number

John H. Gretzinger
(616) 632-8000

4853-1988-6904.5