

BCS/CD-511 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
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Name JOHN F. BURNS	
Address 535 GRISWOLD, STE. 2400	
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EFFECTIVE DATE:	

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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:	THE SENIOR ALLIANCE, INC.
2. The identification number assigned by the Bureau is:	708 202
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	APRIL 17, 1980

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:	THE SENIOR ALLIANCE, INC.
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ARTICLE II

The purpose or purposes for which the corporation is organized are: The Corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), including: To develop and administer a comprehensive, coordinated service system to meet the needs of older persons in the Out-Wayne County Planning and Service Area, including minor home repairs, health screening, in-home support services, day care, legal aid, and library services; to serve as an advocate of older
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ARTICLE II - CONTINUED:

persons who are covered under the provisions of Title III of the Older Americans Act, 1965, as amended; to provide the personnel, funding and program planning necessary or incidental to the accomplishment of the foregoing purposes.

ARTICLE III

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

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

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

ARTICLE IV

1. The corporation is organized on a nonstock basis.
2. The corporation has no real property assets. The description and value of its personal property assets are:

Office furniture, furnishings, equipment and software valued at \$1,000,000.00.

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3. The valuation of the above assets was as of August 23, 2007
4. The Corporation will be funded by allocations pursuant to the Older Americans Act, 1965 and related Michigan statutes, other contracts for performance of services to older Americans, and contributions and grants from the general public and foundations.

The corporation is organized on a directorship basis.

ARTICLE V

1. The address of the registered office is:
3850 Second, Ste. 201, Wayne, Michigan 48184
2. The mailing address of the registered office is the same as the above.
3. The name of the resident agent is: Richard Henningsen

ARTICLE VI

Except as otherwise provided by law, a volunteer Director or volunteer officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's or officer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

The Corporation assumes the liability for all acts or omissions of a volunteer Director, officer or other volunteer, provided that:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and

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- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

ARTICLE VII

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute to the State of Michigan all of its remaining assets to be used for the purposes set out in Article II.

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

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 23rd day of August, 2007 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and: (check one of the following)

- 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 organized on a directorship basis.
- were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 9 day of November, 2007

By Richard Henningsen
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

RICHARD HENNINGSEN Chairperson
(Type or Print Name) (Type or Print Title)

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