

Michigan Department of Consumer and Industry Services

Filing Endorsement

***This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT
for
MUSKEGON HEIGHTS BOXING CLUB OF CHAMPIONS, INC.***

ID NUMBER: 780798

***received by facsimile transmission on December 1, 2003 is hereby endorsed filed on
December 3, 2003 by the Administrator. The document is effective on the date filed,
unless a subsequent effective date within 90 days after received date is stated in the
document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 3rd day
of December, 2003.***

A handwritten signature in black ink, appearing to read "Andrew L. Metcalfe".

, Director

Bureau of Commercial Services

BCS/CD-502 (Rev. 08/01)

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

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

Craig L. Monette

Address

300 Terrace Plaza, PO Box 389

City

State

Zip Code

Muskegon

MI

49443

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

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:

Muskegon Heights Boxing Club of Champions, Inc.

ARTICLE II

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

To provide educational and academic opportunities to youth in the Muskegon Heights Community.

ARTICLE III

1. The corporation is organized upon a Nonstock basis.
(Stock or Nonstock)
2. If organized on a stock basis, the total number of shares which 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 are as follows:

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

None

b. The description and value of its personal property assets are: (if none, insert "none")

None

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

Community Fundraising

d. The corporation is organized on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:

355 E. Broadway Avenue Muskegon Heights , Michigan 49444
(Street Address) (City) (ZIP Code)

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

, Michigan
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is:

Franklin Fudail

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Franklin Fudail 2017 Howden Street, Muskegon Heights, MI 49444

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.

See attached.

We, the incorporators sign our names this 26th day of November, 2003

Franklin Fudail

ARTICLE VI

Section 1. Liability of Voluntary Directors and Officers. No voluntary director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a voluntary director or officer, except for liability (i) for any breach of the duty of loyalty to the Corporation or its members, (ii) for acts or omissions which involve intentional misconduct or knowing violation of law, (iii) under Section 551 of the Michigan Nonprofit Corporation Act or, (iv) for any transaction from which the voluntary director or officer derived an improper personal benefit. If the Michigan Nonprofit Corporation Act, or any other applicable law, is amended to authorize corporate action further eliminating or limiting the personal liability of voluntary directors or officers, then the liability of a voluntary director and officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, or any other applicable law, as so amended. Any repeal or modification of this Section by the members of the Corporation shall not adversely affect any right or protection of a voluntary director or officer of the Corporation existing at the time of the repeal or modification.

Section 2. Assumption of Liabilities. The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a voluntary director and officer occurring on or after the date of filing of the Corporation's Articles of Incorporation.

Section 3. Indemnification, Judgment, Settlement, etc. The Corporation shall indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a voluntary director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a voluntary 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, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the 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 or its members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification Expenses. The Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or

completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a voluntary director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a voluntary 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, against expenses, including attorneys' 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 or its members. However, indemnification shall not be made for a 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 upon 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 which the court considers proper.

Section 5. Reimbursement.

(a) To the extent that a voluntary director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, incurred by him or her in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.

(b) Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the voluntary director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct as set forth in this Article. This determination shall be made in any of the following ways:

(1) By a majority vote of a quorum of the board consisting of voluntary directors who were not parties to the action, suit or proceeding.

(2) If the quorum described in subsection (1) is not obtainable, then by a majority vote of a committee of voluntary directors who are not parties to the action. The committee shall consist of not less than two disinterested voluntary directors.

(3) By independent legal counsel in a written opinion.

(4) By the members.

(c) If a person is entitled to indemnification under this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Corporation may 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.

Section 6. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the voluntary director, officer, employee or agent 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 by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 7. Rights Not Limited. The Corporation shall make no provision to indemnify voluntary directors or officers in any action, suit or proceeding referred to in articles which shall be in conflict with the provisions of this Article. 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 the Articles of Incorporation, Bylaws, a contractual agreement or otherwise by law. 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. The indemnification provided for in this Article continues as to a person who ceases to be a voluntary director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 8. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any voluntary director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify the person against the expense, liability or loss under the Michigan Nonprofit Corporation Act or any other applicable law.

Section 9. Merger and Reorganization. For purposes of this Article the Corporation includes all constituent Corporations absorbed in a consolidation or merger and the resulting or surviving Corporation, so that a person who is or was a voluntary director, officer, employee or agent of the constituent Corporation or is or was serving at the request of the constituent Corporation as a voluntary 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, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving Corporation as the person would if he or she had served the resulting or surviving Corporation in the same capacity.