

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

***MICHIGAN ASSOCIATION OF COLLEGIATE REGISTRARS AND ADMISSIONS OFFICERS
(MACRAO)***

ID NUMBER: 71668W

received by facsimile transmission on December 16, 2014 is hereby endorsed.

Filed on December 16, 2014 by the Administrator.

This 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 16th day of December, 2014.

A handwritten signature in black ink, appearing to read "A. Schefke".

Sent by Facsimile Transmission

***Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau***

**ARTICLES OF INCORPORATION OF
THE MICHIGAN ASSOCIATION OF COLLEGIATE REGISTRARS AND
ADMISSIONS OFFICERS**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, the undersigned Corporation executes the following articles:

ARTICLE I
NAME

The name of the Corporation is the Michigan Association of Collegiate Registrars and Admissions Officers (MACRAO).

ARTICLE II
PURPOSE

The Michigan Association of Collegiate Registrars and Admissions Officers (MACRAO) is a nonprofit, charitable and voluntary professional education association of institutions of higher education which provides for the exchange of information concerning issues of common interest in order to contribute to the advancement of education in the State of Michigan.

The Corporation, through meetings, other workshops, seminars, and contacts with educational leaders and other professional associations in the state, strives to provide professional development opportunities as well as provide a forum for discussion and the exchange of ideas in order to advance higher education, particularly in the areas of admissions, registration and records at educational institutions.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the IRC of 1986 (or the corresponding provisions of any future United States Internal Revenue law.)

The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE III
ORGANIZATION AND FINANCING

The Corporation is organized on a nonstock, membership basis. The Corporation possesses the following assets:

Real property: **NONE**

Personal property: **\$158,059.73 (in bank accounts, as of 11/25/2014)**

The Corporation is to be financed under the following general plan: donations, dues, fees, grants, contributions of funds and/or property, and the income generated therefrom.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name of the initial resident agent at the registered office is

Karen A. Arnould

The address and mailing address of the registered office is:

Karen A. Arnould
Michigan Association of Collegiate Registrars and Admissions Officers
c/o University of Michigan – Flint
266 University Pavilion
Flint, MI 48502-1950

ARTICLE V
INCORPORATORS

The names and addresses of the incorporators are:

John D. Meldrum, President, Michigan Association of Collegiate Registrars and Admissions Officers (MACRAO)
c/o Sacred Heart Major Seminary
2701 Chicago Blvd.
Detroit, MI 48206

Carrie D. Jeffers, Past President, Michigan Association of Collegiate Registrars and Admissions Officers (MACRAO)
c/o Macomb Community College
14500 E. 12 Mile Rd.
Warren, MI 48088

Karen A. Arnould, Treasurer, Michigan Association of Collegiate Registrars and Admissions Officers (MACRAO)
c/o University of Michigan-Flint
266 University Pavilion
Flint, MI 48502-1950

ARTICLE VI
ACTION WITHOUT A MEETING

Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing.

ARTICLE VII
EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VIII
DISSOLUTION

On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located,

exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE IX REORGANIZATION

When a compromise, an arrangement, or a plan of reorganization is proposed between this Corporation and its creditors or members, a court of equity jurisdiction within this state may order a meeting of the affected creditors or members. The Corporation, a creditor or member of the Corporation, or a receiver appointed for the Corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors or 3/4 of the affected members agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this Corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and members, and also on this Corporation.

ARTICLE X VOLUNTEER DIRECTOR/OFFICER LIABILITY

No member of the Board of Directors of the Corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act, or a volunteer officer shall be personally liable to this Corporation or its directors for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

1. a breach of the director's or officer's duty of loyalty to the Corporation or its directors
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law
3. a violation of section 551(1) of the Act
4. a transaction from which the director or officer derived an improper personal benefit
5. an act or omission occurring before the filing of these articles of incorporation
6. an act or omission that is grossly negligent

The Corporation assumes all liability to any person, other than the Corporation or its directors, for all acts or omissions of a director who is a volunteer director, as defined in the Act, or a volunteer officer incurred in the good-faith performance of the director's or officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, the liability of members of the Board of Directors or officers, in addition to that described in article IX, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article IX shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XI
OTHER VOLUNTEER LIABILITY

The Corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

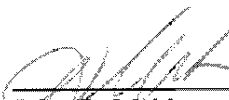
ARTICLE XII
LIABILITY UNDER SECTION 501(c)(3)

The Corporation shall not be considered to have assumed any liability under these Articles of Incorporation to the extent such assumption is inconsistent with the Status of the Corporation as an organization described in Section 501(c)(3) of the Code.

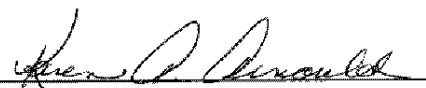
ARTICLE XIII
AMENDMENT

These Articles may be amended in the same manner and using the same process as is found in the Bylaws.

These Articles of Incorporation are signed by the incorporators on December 16, 2014.

/s/ 
John D. Meldrum, Incorporator

/s/ 
Carrie D. Jeffers, Incorporator

/s/ 
Karen A. Arnould, Incorporator