

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

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BUREAU OF COMMERCIAL SERVICES

70542X

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: WLWBB, INC.
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ARTICLE II

The purpose or purposes for which the corporation is organized are: The purpose of the corporation is to encourage and support the students in the Band program (instrumental music) at Walled Lake Western High School to strive for, achieve and fulfill their musical talents. Said corporation is organized exclusively for educational and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

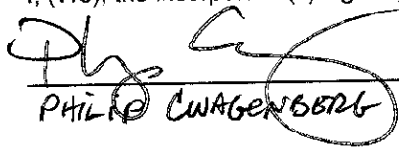
<p>1. The corporation is organized upon a <u>NONSTOCK</u> basis. (Stock or Nonstock)</p> <p>2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:</p>
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CH

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.

[additional articles attached on separate page]

I, (We), the incorporator(s) sign my (our) name(s) this 1st day of May 2009.


PHILNE CWAGENSEBERG

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

WLWBB, INC.
ARTICLES OF INCORPORATION - CONTINUED

ARTICLE VI
TAX EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE VII
TERM OF CORPORATION

The term of the Corporation is perpetual.

ARTICLE VIII
LIMITED LIABILITY FOR DIRECTORS AND OTHER PERSONNEL

A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or its directors or officers for monetary damages for a breach of the director's or officer's fiduciary duty, except for liability for any of the following:

- (a) A breach of the director's or officer's duty of loyalty to the Corporation or its directors or officers;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, relating to distributions, and loans to certain persons;
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the date this document is filed; or
- (f) An act or omission that is grossly negligent.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, so long as:

- (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 and wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability maybe imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

For purposes of this Article VIII, "volunteer director" means a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a director in his or her capacity as a director.

For purposes of this Article VIII, a "volunteer officer" and "other volunteer" means an individual, other than a volunteer director, performing services for the Corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

Any repeal, modification or adoption of any provisions in these Articles of Incorporation inconsistent with this Article VIII shall not adversely affect any right or protection of a volunteer director, volunteer officer or other volunteer of the Corporation existing at the time of such repeal, modification or adoption.

ARTICLE IX DISSOLUTION

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so 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, as said court shall determine, which are organized and operated exclusively for such purposes.