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ARTICLES OF INCORPORATION
OF

Administrator
BUREAU OF COMMERCIAL SERVICES

MI DEPT. OF LABOR AND ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

MICHIGAN ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION

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: Michigan Association of Colleges for Teacher Education.

797-404

ARTICLE II: The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The specific purposes for which the Corporation is formed include the following:

- A. To stimulate improvement in the education of professional school personnel in Michigan.
- B. To establish an effective voice for teacher education institutions at the state or region level on matters of policy related to teacher education.
- C. To establish an effective communication system between the national AACTE and state or region units.
- D. To provide a vehicle for teacher education institutions within a state or region:
 - 1. To assist the national organization in developing and defining positions on issues of importance to teacher education.
 - 2. To assist the national organization in coalescing support for national policy and activity.
- E. To provide for the interaction of teacher institutions among themselves and with other organizations for the purpose of improving teacher education.
- F. To engage in such other activities as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of this Article II or Article VI below.

ARTICLE III: The Corporation is organized upon a nonstock basis. The Corporation has no real property or personal property assets. The Corporation is to be financed by membership dues. The Corporation is organized on a membership basis.

ARTICLE IV: The address, including mailing address, of the registered office is: 11854 Nickels Drive, N.W., Grand Rapids, Michigan 49544. The name of the resident agent at the

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registered office is: Allan TenEyck.

ARTICLE V: The name and address of the incorporator is: D. Benson Tesdahl, Powers Pyles Sutter & Verville, P.C., 1875 Eye Street, N.W., 12th Floor, Washington, DC 20006.

ARTICLE VI: In carrying on its business, the Corporation shall abide by the following principles:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as an entity described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by an entity, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

C. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to the American Association of Colleges for Teacher Education (AACTE), a tax-exempt public charity, as long as AACTE is still an organization organized and operated exclusively for charitable or educational purposes and qualified as an exempt organization under Section 501(c)(3) of the Code. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

D. The Corporation shall be affiliated with and subject to the general supervision and control of AACTE as long as AACTE is a tax-exempt charity and in accordance with policies established by its national Board of Directors. Provisions for internal governance of this Corporation shall be as set forth in the bylaws, which shall be in such form as required by AACTE and consistent with state law.

ARTICLE VII: The Corporation shall be governed by a board of directors, who shall have such qualifications, serve such terms, and exercise such powers as shall be set forth in the bylaws. The initial Board of Directors of the Corporation shall consist of the following individuals: Karen Adams; Donald DiPaolo; Richard Mezeske; Mark Seals; and Mary Otto.

ARTICLE VIII: The Corporation shall have perpetual existence.

I, the incorporator, sign my name this 22nd day of February, 2005.



D. Benson Tesdahl

Name of Organization Remitting Fees:

Powers, Pyles, Sutter & Verville, P.C.

Preparer's Name and Telephone:

D. Benson Tesdahl, Esq.

202-466-6550

Return Document To:

D. Benson Tesdahl

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