

MUSIC HALL CENTER FOR THE PERFORMING ARTS, INC.

Restated Articles of Incorporation

ARTICLE II: PURPOSES. The purposes for which the Corporation is organized are:

- (a) To promote and foster the continued development of culture and the performing arts in the metropolitan Detroit area.
- (b) To operate and manage a center for the performing arts in the City of Detroit.
- (c) To perform such other functions as are consistent with the aforementioned purposes, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the “Act”) and by the Articles of Incorporation and the bylaws of the Corporation.
- (d) To receive and administer funds and assets exclusively for religious, charitable, scientific, literary or educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, no part of the activities of which shall be to carry on propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).
- (e) In the event that this corporation shall be or become a private foundation as described in Section 509 of the Code, or corresponding provisions of any subsequent federal tax law, the following provisions shall apply during such time as this corporation shall be a private foundation as so described:
 - (i) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.
 - (ii) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.
 - (iii) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code , or corresponding provisions of any subsequent Federal tax laws.
 - (iv) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V: DISSOLUTION. In the event of dissolution of the Corporation, the Board of Directors shall cause the assets of the Corporation to be distributed as follows:

- a. All liabilities of the Corporation shall be paid or adequate provisions shall be made for payment;

- b. All of the Corporation's remaining assets, real and personal, shall be distributed to such charitable organization(s) as are qualified as tax exempt under Code Section 501(c)(3) as the Board of Directors shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Washtenaw, Michigan to such organization(s) as said court shall determine that are organized and operated exclusively for charitable purposes.

ARTICLE VI:

Liability Limitations.

- a. To the full extent permitted by law, as it exists as of the effective date of these Articles of Incorporation or as such law is subsequently amended, no director or volunteer officer of the Corporation shall be liable for money damages to the Corporation for any action taken or any failure to take an action as a director or volunteer officer, except liability for any of the following:
 - (i) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
 - (ii) intentional infliction of harm on the Corporation;
 - (iii) a violation of section 551 of the Michigan Nonprofit Corporation Act (the "Act");
 - (iv) an intentional criminal act;
 - (v) a liability imposed under section 497(a) of the Act.
- b. To the full extent permitted by law, as it exists as of the effective date of these Articles of Incorporation or as such law is subsequently amended, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties.
- c. To the full extent permitted by law, as it exists as of the effective date of these Articles of Incorporation or as such law is subsequently amended, the Corporation assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met:
 - (i) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
 - (ii) the volunteer was acting in good faith;
 - (iii) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
 - (iv) the volunteer's conduct was not an intentional tort;
 - (v) 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 under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

**RESTATED BY-LAWS
OF
MUSIC HALL CENTER FOR THE PERFORMING ARTS, INC.**

(A Michigan Nonprofit Corporation)

**ARTICLE I.
OFFICES.**

Section 1.01 The principal office and registered office of the Corporation shall be at such places in the City of Detroit Michigan, as the Board of Trustees shall from time to time determine.

Section 1.02 The Corporation may have offices at such other places, either within or without the City of Detroit, as the Board of Trustees may from time to time determine.

**ARTICLE II.
TRUSTEES.**

Section 2.01 The business and affairs of the Corporation shall be managed by its Board of Trustees which may exercise all such powers of the Corporation and do all such lawful acts and things in accordance with the Michigan Nonprofit Corporation Act as amended from time to time (the "Act") and the Articles of Incorporation and these By-Laws.

Section 2.02 The number of Trustees which shall constitute the whole board shall be not less than ten (10) nor more than eighty (80). Within the limits above specified, the number of Trustees shall be determined from time to time by resolution of the Board of Trustees. The Trustees shall be elected at the annual meeting of Trustees, except as provided in Section 2.03 below, and each Trustee elected shall hold office until his or her successor is elected and qualified or until his or her resignation.

Section 2.03 Vacancies and newly created trusteeships resulting from any increase in the authorized number of Trustees may be filled by the affirmative vote of a majority of the Trustees then in office, though less than a quorum, and the Trustees so chosen shall hold office until the next annual election of Trustees and until their successors are duly elected and qualified, or until their resignation.

Section 2.04 The Board of Trustees may hold meetings, both regular and special, either within or without the State of Michigan. Unless otherwise restricted by the Articles of Incorporation, members of the Board of Trustees, or any committee designed by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other; and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 2.05 Regular meetings of the Board of Trustees shall be held quarter-annually upon notice at such time and at such place as shall from time to time be determined by the Board or by the Chairperson of Board or President. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 2.06 Special meetings of the Board may be called by the Chairperson of the Board or President on two (2) days' notice to each Trustee by mail on twenty-four (24) hours' notice either personally, by telephone, or by email; special meetings shall be called by the Chairperson of the Board or President in like manner and on like notice on the written request of five (5) Trustees. The notice need not specify the business to be transacted or the purpose of the special meeting. The notice shall specify the place of the special meeting.

Section 2.07 At all meetings of the Board, one-third (1/3) of the Trustees then in office shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, unless the vote of a larger number is specifically requires by the Act, by the Articles of Incorporation, or by these By-Laws. If a quorum is not present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting until a quorum is present.

Section 2.08 Unless otherwise provided by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent thereof in writing. The written consent shall be filed with the minutes of proceedings of the board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 2.09 The Board of Trustees may, by resolution designate one (1) or more committees, each committee to consist of one (1) or more of the Trustees. The Board may designate one (1) or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation, subject to the limitations of the Act.

Section 2.10 Each committee shall keep regular minutes of its meetings and report the same to the Board of Trustees when required.

Section 2.11 A Trustee may resign by written notice to the Board. The resignation is effective upon its receipt or a subsequent time as set forth in the notice of resignation.

Section 2.12 Attendance of a Trustee at a meeting constitutes a waiver of notice of the meeting.

ARTICLE III. OFFICERS.

Section 3.01 The officers of the Corporation shall be Chairperson of the Board, President, Secretary, Treasurer and such other officers as are from time to time designated by the Board of Trustees including, but not limited to, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. Any two of such offices may be held by the same person except the offices of President and Secretary.

Section 3.02 The officers shall be elected by the Board of Trustees at their annual meeting to serve until the next annual meeting or until their successors are elected and shall have qualified, but the officers shall always be subject to removal by the Board of Trustees.

ARTICLE IV.
DUTIES OF OFFICERS.

Section 4.01 The Chairperson of the Board shall be the chief executive officer of the Corporation with full powers to manage its affairs, subject to the powers of the Board of Trustees; and the President of the Corporation shall be the chief operating officer. The officers of the Corporation shall otherwise have such powers and duties as usually pertain to their offices, except as modified by the Board of Trustees, and shall also have such additional powers and duties as may from time to time be conferred upon them by the Board of Trustees.

ARTICLE V.
EXECUTIVE COMMITTEE.

Section 5.01 The Executive Committee shall consist of the Chairperson of the Board of Trustees, the President, and such other Trustees of the Corporation as are appointed by the Board of Trustees.

Section 5.02 The Executive Committee shall have and exercise between meetings of the Board all the powers and authority of the Board in the management of the affairs of the Corporation, except as otherwise required by the Act. The Executive Committee shall cause minutes to be kept of their meetings, which shall be available for review by the Board.

ARTICLE VI.
FUNDS.

Section 6.01 The funds of the Corporation shall be deposited in such bank or trust company, one or more as may be designated by the Board of Trustees.

Such deposits shall be subject to withdrawal on the signature of such person or persons as the Board of Trustees shall designate from time to time, and in accordance with dollar limits as the Board of Trustees may adopt by policy from time to time..

Section 6.02 The funds of the Corporation shall be disbursed only pursuant to the budget or other resolutions approved by the Board of Trustees, but any depository of such funds so designated shall be fully protected in acting upon the orders for withdrawal, including checks, drafts and other customary banking orders, signed in accordance with the provisions of Section 6.01 above or duly certified corporate resolutions.

Section 6.03 The Board of Trustees may take such appropriate steps (including Bonding) to insure the fidelity of those indicated by the Board.

ARTICLE VII.
ANNUAL AUDITS.

Section 7.01 There shall be an annual audit of the financial affairs of the Corporation by a disinterested auditor approved by the Board of Trustees.

ARTICLE VIII.

Section 8.01 All conveyances, contracts and instruments of transfer and assignment shall be in accordance with a policy or as otherwise specifically approved by the Board of Trustees and shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board of Trustees.

ARTICLE IX.
AMENDMENTS AND ADDITIONS.

Section 9.01 These By-Laws may be altered or amended at any duly called meeting of the Board of Trustees at which a quorum is present by a majority vote, provided that written notice naming the substance of the proposed amendment has been sent to each Trustee at least five (5) days in advance of the date of meeting, unless such notice is waived by all the Trustees.

Section 9.02 The Board of Trustees may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

ARTICLE X.
FISCAL YEAR; NOTICES.

Section 10.01 The fiscal year of the Corporation shall begin on the first day of October of each year and shall end on the last day of September following.

Section 10.02 Any notice required by statute or by these By-Laws to be given to the members, to the Trustees, or to any officers of the Corporation, unless otherwise provided herein or in any statute, shall be given by first class mail or email to such member, Trustee, or officer at his or her address as appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.