



MICHIGAN DEPARTMENT OF TREASURY
CORPORATION DIVISION
LANSING, MICHIGAN

DO NOT WRITE IN SPACE BELOW -- FOR DEPARTMENT USE		
Date Received:	Compared by:	
JAN 18 1968		
	Date:	
	Examiner:	

(Non-Profit)
ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1931, as amended, as follows:

ARTICLE I.

The name of the corporation is The Michigan Association of Secondary School Principals, Inc.
(Please type or print corporate name)

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows:

~~To promote cooperation, standards and growth in the secondary schools; to assist in the development and advancement of interscholastic programs in secondary education; to aid and assist in the development of youth attending secondary schools through the implementation of the foregoing; to assist in the development and advancement of secondary education through assistance, advice and counsel among educators engaged in the field of secondary education; and to possess full powers to carry out the objectives hereinbefore set forth.~~

ARTICLE III.

Location of the first registered office is:

401 South Fourth Street at W. William St., Ann Arbor, Washtenaw Michigan 48103
(No.) (Street) (City) (County) (Zip Code)

Postoffice address of the first registered office is:

401 South Fourth street at W. William St., Ann Arbor Michigan 48103
(No. and Street or P. O. Box) (City) (Zip Code)

ARTICLE IV.

The name of the first resident agent is Theodore B. Southerland

ARTICLE V.

Said corporation is organized upon a non-stock basis.
(Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

~~The total number of shares of stock which the corporation shall have authority to issue is~~

~~..... of the par value of \$..... per share.
(No. shares)~~

~~A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:.....~~

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

*Real property: none

*Personal property: The sum of \$34,610.00 is maintained in local bank accounts.

*(Give description and value—if none, insert "none")
Said corporation is to be financed under the following general plan: by gifts, contributions and annual membership fees

ARTICLE VI.

The names and places of residence, or business, of each of the incorporators (and if a corporation organized upon a stock-share basis the number of shares of stock subscribed for by each) are as follows:

(At least three required)

(Please type or print following information if possible)

NAMES	RESIDENCE OR BUSINESS ADDRESS		NUMBER OF SHARES	
	(No.)	(Street)		(City)
Murel G. Burdick,	80 W.	Southern	Muskegon, Michigan 49440	none
Nelson J. Budde	1703	Grove	Kalamazoo, Michigan 49007	none
Benjamin Leyrer	1622	Lindburgh Dr.	Lansing, Michigan 48910	none

The names and addresses of the first board of directors (or trustees) are as follows:

(At least three required)

NAME	ADDRESS		
	(No.)	(Street)	(City) (State)
Murel G. Burdick	60 W. Southern		Muskegon, Michigan
Nelson J. Budde	1703 Grove		Kalamazoo, Michigan
Benjamin Leyrer	1622 Lindburgh Dr.		Lansing, Michigan
Robert W. Fry	1329 Lake Forest N.E.		Grand Rapids, Michigan
Willard Fensch	15073 Camden		East Detroit, Michigan
W. G. Souders	785 W. Wilkinson		Owosso, Michigan
Robert Finlay	1206 Michigan Ave.		Sturgis, Michigan
Lawrence Gieseler	1226 South Wisner		Jackson, Michigan

ARTICLE VIII.

The term of the corporate existence is perpetual.
(If for a limited number of years, then state such term instead of perpetual.)

ARTICLE IX.

(Here insert any desired additional provisions authorized by the Act)

The Board of Directors of this corporation shall have no less than three (3) members nor more than twenty-five (25) members.
In the event of dissolution all assets real and personal shall be distributed to such organizations as are qualified as Tax Exempt under Section 501 (c) (3) of the 1954 Internal Revenue Code, as amended.

We, the incorporators, sign our names this

(All parties appearing under Article VI are required to sign in this space)

16th day of January, 1968.

Murel G. Burdick
Murel G. Burdick

Nelson J. Budde
Nelson J. Budde

Benjamin R. Leyrer
Benjamin Leyrer

STATE OF MICHIGAN }
COUNTY OF Washtenaw } ss.

(One or more of the parties signing must acknowledge before the Notary)

On this 16th day of January, 1968,

before me personally appeared Murel G. Burdick, Nelson J. Budde, and Benjamin Leyrer

to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Richard Bruce Bailey
(Signature of Notary)

Richard Bruce Bailey
(Print or type name of Notary)

Notary Public for Washtenaw County, State of Michigan.

My commission expires July 26, 1970
(Notarial seal required if acknowledgment taken out of State)

MAIL THREE SIGNED AND ACKNOWLEDGED COPIES TO:

Michigan Department of Treasury
Corporation Division

P. O. Drawer C Lansing, Michigan 48904

FRANCHISE FEE \$10.00 Fee to be made payable to State of Michigan
FILING FEE \$10.00

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	AC1	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 Mike Brewer		
Address 1001 Centennial Way, Suite 100		
City Lansing	State MI	ZIP Code 48917

EFFECTIVE DATE: _____

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

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	
Michigan Association of Secondary School Principals	
2. The identification number assigned by the Bureau is:	847-152

3. Article II of the Articles of Incorporation is hereby amended to read as follows:

To promote cooperation, standards, and growth in the secondary schools; to assist in the development and advancement of interscholastic programs in secondary education; to aid and assist in the development of youth attending secondary schools through the implementation of the foregoing; to assist in the development and advancement of secondary education through assistance, advice, and counsel among educators engaged in the field of secondary education; and to possess full powers to carry out the objectives hereinbefore set forth. The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Article IX is amended to read as follows:

Upon the dissolution of this organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or distribute the assets to the federal government, or to a state or local government, for a public purpose.

Articles XII and XIII are hereby added to read as follows: See attached Schedule A



COMPLETE ONLY ONE OF THE FOLLOWING:

4. Profit or Nonprofit Corporations: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

5. Profit Corporation Only: Shareholder or Board Approval

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the _____ day of _____, _____, by the: (check one of the following)

- shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the shareholders that have at least the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders that have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- board of a profit corporation pursuant to Section 611(2) of the Act.

Profit Corporations and Professional Service Corporations

Signed this _____ day of _____, _____

By _____
(Signature of an authorized officer or agent)

(Type or Print Name)

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 24th day of June, 2019 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the members, shareholders, or their proxies having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members, shareholders, or their proxies entitled to vote in accordance with Section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(3) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 24th day of June, 2019

By 
(Signature of an officer)

Steve Carlson
(Type or Print Name)

President
(Type or Print Title)

Preparer's Name Mike Brewer

Director of Business Operations - MASSP

Business Telephone Number (517) 327-5315

mike@michiganprincipals.org

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Amendment to the Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document. Since the document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Certificate is to be used pursuant to the provisions of Section 631 of Act 284, P.A. of 1972, or Act 162, P.A. of 1982, for the purpose of amending the Articles of Incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 3 - The article(s) being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. If the amendment changes the term of existence to a specific date, then consent to the amendment or a written statement that the consent is not required must be obtained from the Charitable Trust Section, Licensing and Regulation Division, Michigan Attorney General, P.O. Box 30214, 525 W. Ottawa, Lansing, MI 48909 (517) 335-7571 and submitted with this document for all nonprofit charitable purpose corporations, unless organized for religious purposes. Application for the consent should be made at least 120 days before the desired effective date of the amendment. This certificate cannot be filed unless it is accompanied by either: the written consent of the Attorney General, an order of a Circuit Court dissolving the corporation, or an affidavit attesting to the submission of a written request to the attorney general for consent to the filing and the failure of the attorney general to respond within 120 days.
7. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. **Signatures:**
Profit Corporations: (Complete either Item 4 or Item 5)
 1) Item 4 must be signed by at least a majority of the Incorporators listed in the Articles of Incorporation.
 2) Item 5 must be signed by an authorized officer or agent of the corporation.
Nonprofit Corporations: (Complete either Item 4 or Item 6)
 1) Item 4 must be signed by at least a majority of Incorporators listed in the Articles of Incorporation.
 2) Item 6 must be signed by an officer of the corporation.

9. FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE: \$10.00

ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:
Amount of Increase Fee

1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

Submit with check or money order by mail:
 Michigan Department of Licensing and Regulatory Affairs
 Corporations, Securities & Commercial Licensing Bureau
 Corporations Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:
 2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470
 Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

COFS (Corporations Online Filing System):
 This document may be completed and submitted online at www.michigan.gov/corpfilingonline.
 Fees may be paid by VISA, MasterCard, or Discover.

Documents that are endorsed filed are available at www.michigan.gov/corptentivitysearch. If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Filings Search website at www.michigan.gov/corprejectedsearch.

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional expedited service.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person or by mail.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**

- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.

SCHEDULE A

ATTACHMENT FOR ARTICLES OF INCORPORATION OF MICHIGAN ASSOCIATION OF SECONDARY SCHOOL PRINCIPALS

ARTICLE XII. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officer or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).