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C0557-5471 09/29/2025 Received by Michigan Corporations Division



**STATE OF MICHIGAN
CSCL/CD- 502 - ARTICLES OF INCORPORATION -
DOMESTIC NONPROFIT CORPORATION**

Corporations Division Administrator

FILED

Entity #: 900100300

Filed Date: 9/29/2025

Articles of Incorporation

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned executes the following Articles:

Article I- Michigan Nonprofit Corporation Name

Michigan Nonprofit Corporation Name

LUMBER YARD AT PAINT CREEK PUBLIC MARKET, INC

Article II

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

This 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 amended. Without limiting the generality of the foregoing, the corporations purposes include developing and operating a year-round public market and related programs that advance local entrepreneurship and small-business development; provide education, coaching, and technical assistance, including food safety, merchandising, bookkeeping, pricing, licensing, and digital marketing; improve community health, nutrition, and food access; create workforce and youth pathways; and activate public spaces for cultural, educational, and civic uses in and around the historic Lumber Yard at Paint Creek. No part of the net earnings of the corporation shall inure to the benefit of any private person, except for reasonable compensation for services rendered and reimbursement of reasonable expenses. No substantial part of the activities shall be lobbying, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article III

The corporation is formed on a Stock or Nonstock basis:

Nonstock

a. Real Property Assets:

NONE

b. Personal Property Assets:

NONE

c. The corporation is to be financed under the following general plan:

The corporation is to be financed by charitable contributions and grants; sponsorships; program service revenue including stall/license fees and educational program fees; and other income related to its exempt purposes.

The corporation is formed on a Membership or Directorship basis:

Directorship

Article IV

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

Agent Name

MATTHEW GIBB

The street address of the location of the registered office is:

Street Address

118 N. BROADWAY STREET
LAKE ORION, MI 48362

I certify the above individual/company has agreed to serve as the Resident Agent for service of process for this entity.

Article V

The name and address of the incorporator/incorporators is/are as follows:

Name of individual or organization	Address
LAKE ORION DOWNTOWN DEVELOPMENT AUTHORITY	118 N. BROADWAY STREET LAKE ORION, MI 48362

Article VI

- Pursuant to Section 209(c) of the Act, a director or volunteer officer shall not be personally liable to the corporation, its shareholders, or its members for money damages for any action taken or any failure to take any 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, its shareholders, or members. (iii) A violation of Section 551. (iv) An intentional criminal act. (v) A liability imposed under Section 497(a).

- Pursuant to Section 209(d) of the Act, the corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

- Pursuant to Section 209(e) of the Act, the corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of the provision 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.

Article VII Directors

The number of directors shall be fixed from time to time in the bylaws, but shall not be fewer than three (3).

Article VIII Tax-Exempt Status; Dissolution

The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Assets subject to donor restrictions or conditions shall be handled consistent with those restrictions and applicable law.

Filing Effective Date

The filing will be effective: _____ when filed by the Corporations Division Administrator.

Attestations

- I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I enter it into the system.

- I have been authorized by the entity to file this document online.

- I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.

Incorporator Signature(s)

Authorized Agent

Matthew Gibb

Signer's Capacity

On behalf of LAKE ORION DOWNTOWN DEVELOPMENT AUTHORITY

09/29/2025

Date