



Form Revision Date 07/2016

## ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

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:

WE CARE FOR UKRAINE

### ARTICLE II

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

1. The purpose or purposes for which the corporation is organized are:

a. To provide materials, support, equipment, supplies and training to healthcare providers in Ukraine in order to provide medical care and treatment based on a patient's ability to pay. b. To support Ukrainian medical providers allowing them access to higher quality medical equipment, training, resources and fair wages, in an effort to provide improved medical care based on a patient's ability to pay. These efforts are made to curtail the departure of Ukrainian healthcare providers and resources to foreign countries. c. To educate the public, train healthcare providers and support research with the intent of elevating medical care in Ukraine. d. To receive and hold real or personal property in furtherance of the foregoing purposes. e. To acquire any interest in real or personal property (including an interest as lessor or lessee) by purchase, lease, gift, grant, devise or bequest, and to hold, own, accept and dispose of the same for the particular objects of the Corporation. f. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the corporation is organized. g. To engage in similar activities that may be carried on by a corporation that is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code ("Code"). 2. The Corporation is intended to be an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code and which qualifies as "other than a private foundation" under Section 509(a) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the Corporation) shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Section 170(a) (1) of the Code. 3. The Corporation is organized exclusively for charitable, educational and scientific purposes as enumerated in Article II hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation may make payments and distributions: a. to organizations exempt from federal income tax under Section 501(c)(3) of the Code; b. to further the exempt purposes of the Corporation; and c. as reasonable compensation for services rendered to or on behalf of the Corporation. 4. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. 5. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

### ARTICLE III

The Corporation is formed upon  basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None

The description and value of its personal property assets are (if none, insert "none"):

None

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

Charitable contributions and program fees

The Corporation is formed on a  basis.

### ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: BRIAN TRUE  
2. Street Address: 635 RIDGEVIEW DRIVE  
Apt/Suite/Other:  
City: CORUNNA  
State: MI Zip Code: 48817

3. Registered Office Mailing Address:  
P.O. Box or Street Address: PO BOX 161  
Apt/Suite/Other:  
City: CORUNNA  
State: MI Zip Code: 48817

#### ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
BRIAN TRUE	635 RIDGEVIEW DRIVE, CORUNNA, MI 48817 USA

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

#### ARTICLE VI

A. DIRECTOR AND OFFICER LIABILITY. A DIRECTOR AND A VOLUNTEER OFFICER SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR OR A VOLUNTEER OFFICER EXCEPT FOR LIABILITY FOR ANY OF THE FOLLOWING:

1. THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR A VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED.
2. INTENTIONAL INFLICTION OF HARM ON THE CORPORATION.
3. FOR ANY VIOLATION OF SECTION 551 OF THE MICHIGAN NONPROFIT CORPORATION ACT, AS AMENDED (THE "ACT").
4. AN INTENTIONAL CRIMINAL ACT.
5. A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE ACT.

B. ASSUMPTION OF VOLUNTEER DIRECTOR LIABILITY. PURSUANT TO MCL §450.2209(D), THE CORPORATION ASSUMES ALL LIABILITY TO ANY PERSON, OTHER THAN THE CORPORATION OR ITS MEMBERS, FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR OCCURRING ON OR AFTER THE EFFECTIVE DATE OF THESE ARTICLES OF INCORPORATION AND INCURRED IN THE GOOD FAITH PERFORMANCE OF THE VOLUNTEER DIRECTOR'S DUTIES AS SUCH.

C. ASSUMPTION OF VOLUNTEER LIABILITY. THE CORPORATION ASSUMES ALL LIABILITY TO ANY PERSON FOR THE ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR, VOLUNTEER OFFICER OR OTHER VOLUNTEER OCCURRING ON OR AFTER THE EFFECTIVE DATE OF THIS ARTICLE, PROVIDED THAT ALL OF THE FOLLOWING CONDITIONS ARE MET:

1. THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED THAT HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY.
2. THE VOLUNTEER WAS ACTING IN GOOD FAITH.
3. THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT.
4. THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT.

5. 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.

D. AMENDMENT OF LIABILITY LAW. FOR PURPOSES OF THIS ARTICLE, A VOLUNTEER DIRECTOR SHALL MEAN 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 THE DIRECTOR IN HIS OR HER CAPACITY AS A DIRECTOR.

FOR PURPOSES OF THIS ARTICLE, A VOLUNTEER OFFICER SHALL MEAN AN OFFICER WHO DOES NOT RECEIVE ANYTHING OF MORE THAN NOMINAL VALUE FROM THE CORPORATION FOR SERVING AS AN OFFICER OTHER THAN REASONABLE PER DIEM COMPENSATION AND REIMBURSEMENT FOR ACTUAL, REASONABLE, AND NECESSARY EXPENSES INCURRED BY THE OFFICER IN HIS OR HER CAPACITY AS AN OFFICER.

FOR THE PURPOSES OF THIS ARTICLE, A VOLUNTEER SHALL MEAN AN INDIVIDUAL WHO PERFORMS SERVICES FOR THE CORPORATION, OTHER THAN SERVICES AS A VOLUNTEER DIRECTOR, WHO DOES NOT RECEIVE COMPENSATION OR ANY OTHER TYPE OF CONSIDERATION FOR THE SERVICES OTHER THAN REIMBURSEMENT FOR EXPENSES ACTUALLY INCURRED.

IN THE EVENT THE ACT IS AMENDED AFTER THE FILING OF THIS ARTICLE OF THE ARTICLES OF INCORPORATION WITH THE MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS, BUREAU OF COMMERCIAL SERVICES, TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF VOLUNTEERS, THEN THE LIABILITY OF VOLUNTEERS OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE ACT, AS SO AMENDED, EXCEPT TO THE EXTENT SUCH LIMITATION OR ELIMINATION IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS A NONPROFIT CORPORATION.

ANY REPEAL, MODIFICATION OR ADOPTION OF ANY PROVISION IN THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A VOLUNTEER OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL, MODIFICATION OR ADOPTION.

#### ARTICLE VII

DISSOLUTION OF CORPORATION. UPON THE DISSOLUTION OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF THE LIABILITIES OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL DISTRIBUTE THE REMAINING ASSETS OF THE CORPORATION TO AN ORGANIZATION OR ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AS DESIGNATED BY THE BOARD OF DIRECTORS. ANY ASSETS NOT SO DISPOSED OF, FOR WHATEVER REASON, SHALL BE DISPOSED OF BY THE ORDER OF A COURT OF COMPETENT JURISDICTION TO SUCH ORGANIZATION OR ORGANIZATIONS AS SAID COURT SHALL SELECT AND DETERMINE WHICH ARE TAX EXEMPT UNDER SECTION 501(C)(3) OF THE CODE.

Signed this 11th Day of January, 2021 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Brian True	Incorporator	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline       Accept

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**  
**FILING ENDORSEMENT**

***This is to Certify that the*** ARTICLES OF INCORPORATION  
***for***

WE CARE FOR UKRAINE

***ID Number:*** 802585722

***received by electronic transmission on*** January 11, 2021 ***, is hereby endorsed.***

***Filed on*** January 11, 2021 ***, by the Administrator.***

***The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 11th day of January, 2021.***

*Linda Clegg*

***Linda Clegg, Director***

***Corporations, Securities & Commercial Licensing Bureau***