

**RESTATED ARTICLES OF INCORPORATION  
HAITI NURSING FOUNDATION**

If the Act is amended to authorize the further elimination or limitation of the liability of volunteers of nonprofit Corporations, then the liability of the volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any volunteer of this Corporation for or with respect to any acts or omissions of such volunteer occurring prior to the effective date of any such amendment or repeal.

**ARTICLE IX  
DISSOLUTION**

Upon dissolution of the Corporation, any property remaining after providing for the debts and obligations of the Corporation shall be distributed at the direction of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government for a public purpose, or to a state or local unit of government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is located, to such organization or organizations which are then described in Section 501(c)(3) of the Code, as said Court shall determine.

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- A. A breach of the Volunteer Director's or Volunteer Officer's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of section 551(1) of the Act;
- D. A transaction from which the Volunteer Director or Volunteer Officer derived an improper personal benefit;
- E. An act or omission occurring before the effective date of this provision; and
- F. An act or omission that is grossly negligent.

The Corporation hereby assumes all liability to any person other than the Corporation or its members for all acts or omissions of a Director who is a volunteer director as defined in the Act, 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; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c) (3) of the Code.

**ARTICLE VIII  
VOLUNTEER LIABILITY**

The Corporation hereby assumes liability for all acts or omissions of a Volunteer Director, Volunteer Officer, or other volunteer if all of the following are met:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer was acting in good faith;
- C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The volunteer's conduct was not an intentional tort; and
- E. 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 as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

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restrictions and limitations of these Articles of Incorporation, the Bylaws of the Corporation, and applicable law, with all powers conferred on non-profit Corporation by the laws of the State of Michigan, including the Michigan Non-Profit Corporation Act, Act 162 of the Public Acts of 1982, as amended; provided that no part of the earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), no substantial part of the activities of the Corporation shall be to carry on propaganda or to otherwise attempt to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (by the publishing or distribution of statements or otherwise), in violation of any provisions applicable to Corporations exempt from tax under Section 501(c)(3) of the Code.

F. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by:

- (i) A Corporation described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code; or
- (ii) A Corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or
- (iii) A Corporation classified as other than a private foundation under Section 509(a) of the Code.

**ARTICLE VI  
BOARD OF DIRECTORS**

The management of the affairs and properties of the Corporation and the disbursement of its funds shall be vested in a Board of Directors. The number of persons constituting the Board of Directors shall be fixed by the Bylaws.

**ARTICLE VII  
VOLUNTEER DIRECTOR AND OFFICER LIABILITY**

A Volunteer Director or Volunteer Officer, as each of those terms is defined in the Act, shall not be personally liable to the Corporation or its members for monetary damages for a breach of the Volunteer Director's or Volunteer Officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a Volunteer Director or Volunteer Officer for any of the following:

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**ARTICLE II**  
**PURPOSE**

The Corporation is organized, and shall at all times hereafter be operated, exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of subsequent legislation, and in furtherance thereof for the following purposes.

A. To support the advancement of nursing in the Republic of Haiti. The focus of this support will be on nursing education, especially on Faculté des Sciences Infirmières de L’Université Episcopale d’Haiti (Faculty of Nursing Science of the Episcopal University of Haiti) located in Léogâne, Haiti. .

B. To furnish organizational and operational management and program direction for projects designed to improve the practice of nursing in Haiti, and doing anything reasonably in furtherance of, or incidental to, the foregoing.

C. To develop and operate, with the support and cooperation of private sector resources, public and private services agencies and governmental bodies, programs improve the practice of nursing in Haiti, and doing anything reasonably in furtherance of, or incidental to, the foregoing.

D. To provide advice on methods and programs designed to decrease costs associated in improving the practice of nursing in Haiti, and doing anything reasonably in furtherance of, or incidental to, the foregoing.

E. In furtherance of its purposes, but not by way of limitation:

- (i) To acquire, purchase, own, maintain, hold, use, convey, manage, exchange, transfer, mortgage, lease, sublease, or rent all real and personal property of every kind and nature all in support and furtherance of the charitable purposes of organizations described in Section 501(c)(3) of the Code;
- (ii) To loan, borrow, manage and invest funds;
- (iii) To accept, seek, solicit, request, receive, and hold in trust or otherwise, contributions, legacies, devises, grants, bequests, donations, gifts and benefactions which may be left, made or given to the Corporation;
- (iv) To make gifts and grants to other organizations which are exempt from tax under Section 501(a) of the Code which promote the practice of nursing or other charitable, educational or scientific purposes under Section 501(c)(3) of the Code; and
- (v) To take all such actions and do all such things as may be necessary, convenient or desirable to accomplish the foregoing purposes within the