

RESTATED ARTICLES OF INCORPORATION OF WESTERN SUN FOUNDATION

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended, and shall be the Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is: WESTERN SUN FOUNDATION.

ARTICLE II

1. The corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
2. Through fundraising, awareness and visibility campaigns, Western Sun Foundation will provide support to charitable organizations benefiting: 1) Music education; 2) Music therapy; 3) The safety, health and well-being of women and children; 4) Climate action and environmental sustainability; and 5) Any other organizations and programs meeting criteria of Western Sun Foundation's purpose as determined by the Board of Directors and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
3. The corporation is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
4. The corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
5. No substantial part of the activities of this corporation shall be the carrying on of

propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the internal revenue code), and this 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.

6. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any 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 the 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 the corresponding section of any future federal tax code.

ARTICLE III

1. The corporation is organized upon a non-stock basis.
2. The description and value of its real property assets are: None
3. The description and value of its personal property assets are: None
4. The Corporation is to be financed under the following general plan: Donations and other contributions; proceeds from events and merchandise.

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: Angela Lindsay
2. Street Address 11003 Milburn Street
City: Livonia
State: MI Zip Code: 48150
3. Registered Office Mailing Address:
P.O. Box or Street Address 11003 Milburn Street
City: Livonia
State: MI Zip Code: 48150

ARTICLE V

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

<u>Name</u>	<u>Residence or Business Address</u>
Angela Lindsay	11003 Milburn Street, Livonia, MI 48150 USA

Jason Foley 2513 Fernwood Dr., Vienna, VA 22181 USA

ARTICLE VI

1. The corporation shall be governed by its Board of Directors.
2. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws.
3. The initial directors of the corporation shall be:

<u>Name</u>	<u>Position Held</u>
Sarah Blazincic	Director and President
Alexius Lipot	Director and Secretary
Stephanie Belcher	Director and Treasurer
Jason Foley	Director
Angela Lindsay	Director
Michael Huxley	Director
Deepak Sarma	Director
Tim Gnatek	Director

ARTICLE VII

The period of duration of the corporation is perpetual.

ARTICLE VIII

1. A volunteer director or volunteer officer of this corporation is not personally liable to the corporation for monetary damages for a breach of such director's or officer's fiduciary duty, 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 shareholder, or members;
 - iii. A violation of Section 551 of the Act;
 - iv. An intentional criminal act; or
 - v. A liability imposed under section 497(a).
2. The corporation assumes the liability for all acts or omissions of a non director 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; and
 - 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 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.

3. The corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties.

4. This Article shall be construed broadly to provide immunity to the fullest extent permitted by law as of the date of these Articles, or by any subsequent amendment to such law or any future law permitting greater immunity. Any repeal or modification of this Article by the corporation shall not adversely affect any right or protection of any volunteer director or volunteer officer of the corporation existing at the time of such acts or omissions occurring before such repeal or modification.

ARTICLE IX

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal revenue code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state. The organization to receive the assets of the Western Sun Foundation hereunder shall be selected by the discretion of a majority of the managing body of the Western Sun Foundation and if its members cannot so agree, then the assets lawfully available for distribution shall be directed to the Treasurer of the State of Michigan to be added to the General Fund.

ARTICLE X

Any Amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

**CERTIFICATE OF ADOPTION OF RESTATED ARTICLES OF
INCORPORATION**

These Restated Articles of Incorporation were duly adopted on October 12, 2022 in accordance with the provisions of Section 641 of the act by the Unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).



Angela Lindsay

Incorporator

Date: 10/12/2022



Jason Foley

Incorporator

Date: 10/12/2022

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Angela Jayne, agree to be the registered agent for the Western Sun Foundation as appointed herein.



Angela Lindsay, Registered Agent

Date: 10/12/2022