ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

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

ARTICLE I

The name of the Corporation is: American Association of Grant Professionals

ARTICLE II

The purposes for which the Corporation is organized are as follows: To promote the common interests of professional grant developers, public and private, and to enhance the standards and business methods of the profession and to advance career development opportunities. Professional grant developers include, but are not limited to, writer, managers, funders, evaluators, developers, planners, and others connected with grants.

ARTICLE III

1. The Corporation is organized upon a non-stock basis.

2. The description and value of all real and personal property assets of the corporation are as follows: NONE

3. The Corporation is to be financed under the following general plan: The Corporation shall be financed through membership fees, grants, bequests, fund raising activities, and contributions.
4. The Corporation is organized on a membership basis. Membership shall be voluntary. Other qualifications for membership shall be established in the Corporations By-Laws.

**ARTICLE IV**

1. The address of the registered office and the mailing address of the corporation is:

   23410 Beech Road  
   Southfield, MI 48034-3482

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

   Michael Brock

**Article V**

The name and address of the incorporators is as follows:

- Michael Brock  23410 Beech Road, Southfield, MI 48034
- Randy J. Givens  1125 East 8th St., York NE 68467
- Iris Coffin  1012-1/2 2nd St., Perry, IA 50220
- Phyllis Renninger  2347 Oak Ct., Orange Park, FL 32073
- VC League  2101 Webster St., Ste. 1500, Oakland, CA 94612
- Brad Knudson  800 East 21st St., Sioux Falls, SD 57105

The above incorporators have adopted a resolution designating the resident agent, and one of the incorporators, to sign these articles on their behalf. That resolution is hereby incorporated into these articles.

**Article VI**

The corporation is organized exclusively for the promotion of the common business interest of its members including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, and the promotion of one or more lines of business as distinguished from the performance of particular services for its members.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article First hereof. 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
ARTICLE VII

The corporation shall have perpetual existence.

ARTICLE VIII

Upon the dissolution of the Corporation, all of its assets remaining after the payment of its debts and liabilities and of the expenses of liquidation and dissolution shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the promotion and improvement of professional conditions which shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

A volunteer director or volunteer officer is not personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty. This provision does not eliminate or limit the liability of a director or officer for any of the following:

a. A breach of the director's or officer's duty of loyalty to the corporation or its members.

b. Acts or omission not in good faith or that involve intentional misconduct or a knowing violation of law.

c. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act being MCLA 450.2551(1).

d. A transaction from which the director or officer derived an improper personal benefit.
e. An act or omission occurring before the elective date of this provision granting limited liability.

f. An act or omission that is grossly negligent.

The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the date of this provision granting limited liability, provided that:

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 as described in Section 209(e)(v) of the Michigan Nonprofit Act.

Any repeal, amendment or other modification of this Paragraph shall not affect the liability or alleged liability of any volunteer director, officer or other volunteer of the Corporation then existing with respect to any state of facts then existing or any action, suit or proceeding previously commenced, later brought or threatened based in whole or in part upon any such state or facts.

This Article is not intended to permit any action which is inconsistent with the status of the Corporation being qualified as an organization described in Section 501(c)-6) of the Internal Revenue Code of 1986, as amended (or such other corporate provision as shall be applicable to this corporation).

Article X

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between the corporation and its creditors or any class of them or between this corporation and its members or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or member thereof, or on application of a receiver appointed to the corporation, may order a meeting of the creditors or class of creditor or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in each manner as the court directs. If a majority in number representing three-fourths (3/4) in value of the
s or class of creditors, or of the members or class of members to be affected by a compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence, the compromise or arrangement and the reorganization shall be binding on the incorporator(s), or on all the members and also on this corporation.

ARTICLE XI
AMENDMENTS

The Board of Directors, or any ten members of the corporation who sign a petition, may propose amendments to these Articles of Incorporation. Any proposed amendment to the Articles "shall be submitted by the Board of Directors to the membership at least thirty days (30) prior to the deadline for voting of ballots. The amendment shall be approved by mail ballot to all members. All amendments must be approved by a majority of the votes cast.

The incorporator(s) sign these Articles of Incorporation

16 day of February 1994

Michael Brock

of person remitting fee:

I Brock

or's name and business telephone number:

I Brock
56-8195
American Association of Grant Professionals

A Resolution by the Incorporators

The incorporators resolve that Michael Brock is authorized to sign the Articles of Incorporation for the State of Michigan on behalf of all of the incorporators listed in Section V.

Verified by:

[Signature]
Phyllis Renninger

Date
2-11-99