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Michigan Dept. of Commerce  
Corporation & Securities Bureau

ARTICLES OF INCORPORATION

OF

PATHWAY FAMILY CENTER

(A Michigan Nonprofit Corporation)

FILED

JUN 18 1993

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

These Articles of Incorporation are signed by the incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 167, Public Acts of 1982, as amended (the "Act"), as follows:

ARTICLE I

The name of the corporation is Pathway Family Center.

ARTICLE II

The purposes for which the Corporation is organized are as follows:

1. To operate and act exclusively for charitable, educational, or scientific purposes and to lessen the financial burdens of government;
2. To, without limitation, help young people and their families achieve, not only sobriety, but also recovery of the quality of life, and to strengthen families within the community in order to nurture healthy and productive members of society.
3. To receive and administer assets exclusively for charitable and educational purposes; and
4. To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Corporation.

ARTICLE III

Notwithstanding any other provision of these Articles, the activities of the Corporation shall be restricted as follows:

1. The Corporation shall not carry on any activity not permitted to be carried on (a) by an organization which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, (the "Code") and which is exempt from federal

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income tax under Code Section 501(a) or (b) by an organization, contributions to which are deductible under Code Section 170(c)(2);

2. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation;

3. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or against) any candidate for public office;

4. No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance;

5. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, contributor, private shareholder or other person as prohibited by Code Section 501(c)(3), the Michigan General Sales Tax Act or the Michigan Use Tax Act; and

6. In the event the Corporation is determined to be a "private foundation", as that term is defined in Code Section 509(a), then for the purpose of complying with the requirements of Code Section 508(e), for all taxable years commencing on or after the date on which these articles were filed, the Corporation shall:

(a) Not engage in any act of self-dealing as defined in Code Section 4941;

(b) Distribute its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(c) Not retain any excess business holdings as defined in Code Section 4943;

(d) Not make any investments in such manner as to subject it to tax under Code Section 4944; and

(e) Not make any taxable expenditures as defined in Code Section 4945.

#### ARTICLE IV

The Corporation is organized upon a nonstock, directorship basis.

ARTICLE V

1. The address and the mailing address of the initial registered office is: 22180 West Nine Mile Road, Southfield, Michigan 48034.

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

ARTICLE VI

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Residence or Business Address</u>
Kenneth A. Krasity	32100 Telegraph Road, Suite 205 Bingham Farms, MI 48025-2454

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ARTICLE VII

1. The assets which the Corporation possesses are:

Real Property - None  
Personal Property - None

2. The Corporation is to be financed by gifts, grants, contributions, and fees received for services rendered in furtherance of the Corporation's purposes.

ARTICLE VIII

1. The term of the Corporation's existence is perpetual.

2. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are exempt from federal income tax pursuant to Code Section 501(c)(3), and are not "private foundations" under Code Section 509, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Oakland to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

## ARTICLE IX

1. To the fullest extent permitted under Section 209(c) of the Act as the same presently exists or may hereafter be amended, a Volunteer Director of the Corporation (as defined in Section 110(2) of the Act) shall not be personally liable to the Corporation or its shareholders or members (if any) for monetary damages for breach of the Volunteer Director's fiduciary duty. However, this provision does not eliminate or limit the liability of a Volunteer Director for any of the following:

(a) a breach of the Volunteer Director's duty of loyalty to the Corporation or its shareholders or members (if any);

(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 derived an improper personal benefit;

(e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or

(f) an act or omission that is grossly negligent.

Any Volunteer Director of the Corporation shall be personally liable for monetary damages for a breach of fiduciary duty as a director to the Corporation, its shareholders, or its members only as provided in this Section 1.

2. To the fullest extent permitted under 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 the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the Volunteer Director's duties as such. A claim for monetary damages for a breach of a Volunteer Director's duty to any person other than the Corporation, its shareholders, or its members shall not be brought or maintained against a Volunteer Director; but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the Volunteer Director's duty. Notwithstanding anything to the contrary immediately above, this Section 3 shall apply and have force only if, and as long as, the Corporation is exempt from federal income

tax pursuant to Code Section 501(c)(3) or, to the extent allowed by the Act, is eligible to be exempt from federal income tax pursuant to Code Section 501(c)(3).

3. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director of the Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Kenneth A. Krasty 6-17-93  
KENNETH A. KRASITY

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DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
INDICATED IN THE BOX BELOW. Include name, street and number  
(or P.O. box), city, state and ZIP code.

PATHWAY FAMILY CENTER  
22180 WEST NINE MILE ROAD  
SOUTHFIELD, MICHIGAN  
48034-6007