

CONTRACT SCHEDULE 1

ARTICLES OF INCORPORATION

Troubleshooting

Document List

New Search

Michigan Department of Licensing and Regulatory Affairs
Filing Endorsement

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

JACKSON PREPARATORY & EARLY COLLEGE

ID NUMBER: 71272X

*received by facsimile transmission on January 24, 2013 is hereby endorsed
Filed on January 25, 2013 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 26TH day
of January, 2013.*

A handwritten signature in black ink, appearing to read "Schiffman", is written over the printed name of the Director.

Director

Bureau of Commercial Services

Print by Facsimile Transmission 13028

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01/24/2013 10:21 249-642-2174	OFFICE SERVICES UNIT	MMW 02/06

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES			
File Record		(FOR BUREAU USE ONLY)	
Name	Joseph M. Utton, Inc.		
Address	131 N. Old Woodwind Avenue, Suite 200		
City	State	Zip Code	EFFECTIVE DATE
Dixfield	MI	49827	

Document will be returned to the name and address you enter above

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ARTICLES OF INCORPORATION
For Use by Domestic Nonprofit Corporations

OF

JACKSON PREPARATORY & EARLY COLLEGE

Pursuant to the provisions of the Michigan Nonprofit Corporation Act of 1982, as amended (the "Act"), being MCL 450.2101 to 450.2109, and Part 6A of the Revised School Code (the "Code") as amended, being Sections 380.501 to 380.507 of the Michigan Compiled Laws, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is: Jackson Preparatory & Early College

The authorizing body for the corporation is: Jackson Community College Board of Trustees

ARTICLE II

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

1. The corporation is organized for the purpose of operating as a public school corporation in the State of Michigan pursuant to Part 6A of the Code, being Sections 380.501 to 380.507 of the Michigan Compiled Laws.

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2. The corporation, including all activities incident to its purposes, shall at all times be conducted so as to be a governmental entity pursuant to Section 115 of the United States Internal Revenue Code ("IRC") or any successor law. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by a governmental instrumentality exempt from federal income tax under Section 115 of the IRC or by a nonprofit corporation organized under the laws of the State of Michigan and subject to a Contract authorized under the Code.

ARTICLE III

The corporation is organized on a non-stock, directorship basis.

The value of assets which the corporation possesses is:

Real Property: None
Net Real Property: None
Personal Property: None

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

- a. State school aid payments received pursuant to the State School Aid Act of 1979 or any successor law.
- b. Federal funds.
- c. Donations.
- d. Fees and charges permitted to be charged by public school academies.
- e. Other funds lawfully received.

ARTICLE IV

The address of the registered office is: 151 S. Old Woodward Avenue, Suite 200, Birmingham, MI 48009

The mailing address of the initial registered office is the same.

The name of the resident agent at the registered office is: Joseph B. Urban, Esq.

ARTICLE V

The name of the Incorporator is as follows:

Joseph B. Urban, Esq.
Clark Hill, PLC
151 S. Old Woodward Avenue, Suite 200
Birmingham, MI 48009

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**ARTICLE VI**

The corporation is a governmental entity.

ARTICLE VII

The corporation and its incorporators, board members, officers, employees, and volunteers have governmental immunity as provided in section 7 of Act No. 170 of the Public Acts of 1961, being section 601.1407 of the Michigan Compiled Laws.

ARTICLE VIII

Before execution of a contract to charter a public school corporation between the corporation and Jackson Community College Board of Trustees (the "Community College Board"), the method of selection, length of term, and the number of members of the Board of Directors of the corporation shall be approved by a resolution of the Community College Board as required by the Code.

ARTICLE IX

The Board of Directors shall have all the powers and duties permitted by law to manage the business, property and affairs of the corporation.

ARTICLE X

The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer, each of whom shall be a member of the Board of Directors and shall be selected by the Board of Directors. The Board of Directors may select one or more assistants to the Secretary or Treasurer, and may also appoint such other agents as it may deem necessary for the transaction of the business of the corporation.

ARTICLE XI

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its board, directors, officers or other private persons, or organization organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article II hereof). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a governmental entity exempt from federal income tax under section 115 of the IRC, or comparable provisions of any successor law.

To the extent permitted by law, upon the dissolution of the corporation, the board shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the Community College Board for forwarding to the state school aid fund established under article IX, section 31 of the Constitution of the State of Michigan of 1963, as amended.

ARTICLE XII

These Articles of Incorporation shall not be amended except by the process provided in Article IX of the Terms and Conditions Incorporated as part of the Contract. This process is as follows:

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The corporation, by a majority vote of its Board of Directors, may, at any time, propose specific changes to these Articles of Incorporation or may propose a meeting to discuss potential revision of these Articles of Incorporation. The proposal will be made to the Community College Board through the Community College President or designee. The Community College Board delegates to the Community College President or designee the review and approval of changes or amendments to these Articles of Incorporation. In the event that a proposed change is not accepted by the Community College President or designee, the Community College Board may consider and vote upon a change proposed by the corporation following an opportunity for a presentation to the Community College Board by the corporation.

The Community College Board, or Community College President or designee, may, at any time, propose specific changes in these Articles of Incorporation or may propose a meeting to discuss potential revision of these Articles of Incorporation. The Community College Board delegates to the Community College President or designee the review and approval of changes or amendments to these Articles of Incorporation. The corporation's board may delegate to a Director of the corporation the review and negotiation of changes or amendments to these Articles of Incorporation. The Articles of Incorporation shall be amended as requested by the Community College Board or an authorized designee upon a majority vote of the corporation's Board.

Amendments to these Articles of Incorporation take effect only after they have been approved by the designated corporation's Board of Directors or the corporation Board and by the Community College Board or the Community College President or designee.

ARTICLE XIII

The definitions set forth in the Terms and Conditions incorporated as part of the Contract shall have the same meaning in these Articles of Incorporation.

These Articles of Incorporation are hereby signed by the Incorporator on this 24th day of January, 2013. These Articles of Incorporation shall become effective upon filing. However, the corporation shall not carry out the purposes set forth in Article II unless the Jackson Community College Board issues to the corporation a contract to operate as a public school academy, and the contract is executed by both the corporation and the Community College Board.

By:  _____, Incorporator