

The Original
ARTICLES OF INCORPORATION
for the
Kalamazoo Valley District Dental Society
(Non-Profit)

As Filed August 24, 1962 with The Michigan Corporation and Securities Commission
These Articles of Incorporation are signed and acknowledged by the Incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1931, as amended, as follows:

ARTICLE I

The name of the corporation is: Kalamazoo Valley Dental Society.

ARTICLE II

The purpose or purposes for which the corporation is formed are as follows: To promote public health through Dentistry.

ARTICLE III

Location of the first registered office is: 905 West South Street, City of Kalamazoo, County of Kalamazoo, State of Michigan.

Post office address of the first registered office is: 905 West South Street, City of Kalamazoo, State of Michigan.

ARTICLE IV

The name of the first resident agent is: Thomas W. Howson.

ARTICLE V

Said corporation is organized under a Non-Stock basis. The amount of assets which said corporation possesses is personal property: Cash on hand and in banks - \$3,000.00.

ARTICLE VI

The name and places of residence, or business, of each of the incorporators are as follows:

Robert D. VanderRoest 118 W. Center Kalamazoo, Michigan
Robert F. Lockwood 1416 W. Milham Rd Kalamazoo, Michigan
J. Robert Vegter 516 Whites Road Kalamazoo, Michigan
Thomas W. Howson 905 W. South St. Kalamazoo, Michigan

ARTICLE VII

The names and addresses of the first board of directors (or trustees) are as follows:

Robert D. VanderRoest 118 W. Center Kalamazoo, Michigan
Robert F. Lockwood 1416 W. Milham Rd. Kalamazoo, Michigan
J. Robert Vegter 515 Whites Road Kalamazoo, Michigan
Thomas W. Howson 905 W. South St. Kalamazoo, Michigan
William E. Burrell 1711 Merrill Kalamazoo, Michigan
Robert S. Dewey 807 Borgess Medical Kalamazoo, Michigan
Edward J. Hartmann 2901 S. Westnedge Kalamazoo, Michigan
James L. Tindall 4015 Portage Kalamazoo, Michigan

ARTICLE VIII

The term of the corporate existence is: Perpetual.

Amendment To The
ARTICLES OF INCORPORATION
for the
Kalamazoo Valley District Dental Society
(Non-Profit)

As Adopted and Filed March 24, 1989 with The Michigan Corporation and Securities Commission Article IX of the Articles of Incorporation is hereby adopted to read as follows:

ARTICLE IX

No volunteer trustee or director of the Kalamazoo Valley District Dental Society shall be held personally liable to the corporation or to its members for monetary damages for breach of the director's/trustee's fiduciary duty. However, this provision should not eliminate or limit the liability of a director/trustee for any of the following:

- (i) A breach of the director's/trustee's duty of loyalty to the corporation or to its members.
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (iii) A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act.
- (iv) A transaction from which the director/trustee derived an improper personal benefit.
- (v) An act or omission occurring before the filing of this Amendment.
- (vi) An act or omission that is grossly negligent.