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David R. Fernstrum	Daniel R. Kubiak	Mark E. Nettleton ³			

June 1, 2004


Mr. Daniel Brubaker
523 Lincoln Lake Road
Lowell, Michigan 49331

Re: Lowell Area Schools Education Foundation

Dear Dan:

Enclosed for your records is the original Certificate of Amendment to the Articles of Incorporation.

Very truly yours,



Daniel J. Parmeter, Jr.

Direct Dial: (616) 632-8020
Direct Fax: (616) 632-8120
E-Mail: dparmeter@mmbjlaw.com

DJP:mjz
Enclosure

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Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

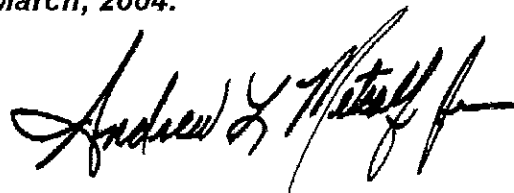
LOWELL AREA SCHOOLS EDUCATION FOUNDATION

ID NUMBER: 735810

received by facsimile transmission on February 23, 2004 is hereby endorsed filed on March 3, 2004 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 3rd day of March, 2004.



, Director

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES
CORPORATION DIVISION**

6546 Mercantile Way
P.O. Box 30054
Lansing, MI 48909-7554
Tel (517) 241-6420

Fax (517) 241-9845

MICH-ELF COVER SHEET

Authorized pursuant to P.A. 284 of 1972, as amended

			Submitter's Mich-Elf Filer Number 498
Submitter's Name Daniel J. Parmeter Jr.		Submitter's Phone Number 616-632-8000	
If there are questions about this filing, please contact: Melinda		Phone 616-632-8072	
Name and/or ID Number appearing on document(s) Lowell Area Schools Education Foundation ID 735-810			
Title of document(s) Certificate of Amendment to Articles of Incorporation			
Total pages including cover sheet 5	Number of pages in document(s) 4	Expected Fee \$	Approved for up to \$
Special Instructions Attn: (Add examiner's name if this is a replacement) 			
<p>When a document is filed by the Bureau it is endorsed with the word "Filed" and the date of filing. For documents submitted via MICH-ELF the endorsement is on an endorsement page. After filing, the document and the endorsement page are returned to the customer and should be retained as the "original" document. To request an additional copy or certificate, complete the following: Copies Requested (check box). Your credit card will be billed the appropriate fee.</p> <p><input type="checkbox"/> Certified Copies - minimum fee is \$16.00; seven pages or more \$1.00 additional per page</p> <p><input type="checkbox"/> Certificate of Good Standing - \$10.00</p> <p><input type="checkbox"/> Certificate of Status for Limited Liability Company - \$10.00</p> <p><input type="checkbox"/> Certificate of Limited Partnership not cancelled - \$10.00</p>			

**Michigan Department of Consumer and Industry Services
Bureau of Commercial Services**

Date Received

(FOR BUREAU USE ONLY)

This document will be effective on the date filed unless a later effective date, within 90 days after the date received, is specified in the document.

Please return document to

DANIEL J PARMETER JR
MIKA MEYERS BECKETT & JONES PLC
900 MONROE AVE NW
GRAND RAPIDS MI 49503-1423

EFFECTIVE DATE:

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

For use by Domestic Profit Corporation

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The name of the corporation is Lowell Area Schools Education Foundation.
2. The identification number assigned by the Bureau is 735-810.
3. The location of the registered office is 300 High Street, Lowell, Michigan 49331.
4. The articles of incorporation are hereby amended by amending Articles VI, VII, and VIII to read as follows:

ARTICLE VI

Limitation of Volunteer Trustee's and Officer's Liability

A volunteer trustee or volunteer officer shall not be personally liable to the corporation for monetary damages for a breach of the trustee's or officer's fiduciary duty, except that a volunteer trustee's or officer's liability is not eliminated or limited for:

- (1) a breach of the trustee's or officer's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act, which section relates to the making of unauthorized distributions or loans;
- (4) a transaction from which the trustee or officer derived an improper personal benefit; or
- (5) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer trustee or officer to the fullest extent permitted in Section 209(e) of the Michigan Nonprofit Corporation Act, or any successor provision.

If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer trustee and/or volunteer officer, then a volunteer trustee or officer (in addition to the circumstances in which a trustee or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation, as so amended. No amendment to or alternation, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer trustee or officer of the corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment, alteration, modification or repeal.

A volunteer trustee or officer means a trustee or officer who does not receive anything of more than nominal value from the corporation for serving as a trustee or officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the trustee or officer in his or her capacity as a trustee or officer.

ARTICLE VII

Assumption of Liability for Acts of Nondirector and Nonofficer Volunteer

The corporation shall assume the liability for all acts or omissions of a nondirector and nonofficer volunteer, if all of the following conditions are met:

- (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (2) the volunteer was acting in good faith;
- (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (4) the volunteer's conduct was not an intentional tort;
- (5) 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 by Section 3135 of the Michigan Insurance Code of 1956; and
- (6) the act or omission occurred after the original adoption of this Article.

No amendment or repeal of this Article shall reduce the scope of the corporation's assumption of liability under this Article for or with respect to any nondirector or nonofficer volunteer's acts or omissions that occur before such change.

A nondirector or nonofficer volunteer means an individual, other than a volunteer trustee or officer, performing services for a nonprofit corporation who does not receive compensation or

any other type of consideration for the services other than reimbursement for expenses actually incurred.

ARTICLE VIII

Indemnification

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such a person is or was a trustee, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful subject to all of the provisions of this Article.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

To the extent that any person has been successful on merits or otherwise, in the defense of any action, suit or proceeding referred to in this Article VIII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Any indemnification under this Article VIII (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification

of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article VIII. Such determination shall be made (a) by the board of trustees or by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

The foregoing amendment was duly adopted on the 8th day of January, 2004, by an affirmative vote of the Trustees pursuant to section 611(2) of the Michigan Business Corporation Act.

Signed on the 18th day of February, 2004, by



President