

Michigan Department of Commerce

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of June, 1995.*

*Carl L. Lipp* , Director  
Corporation & Securities Bureau

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received <b>DEC 27 1994</b>		(FOR BUREAU USE ONLY) <b>FILED</b>  <b>JAN 5 1995</b>  Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
Name David H. Hunt		
Address 8613 Glenn Drive		
City Portage,	State MI	Zip Code 49002
EFFECTIVE DATE:		

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

730-937

**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, the undersigned corporation executes the following Articles:

**ARTICLE I**

The name of the corporation is: Kalamazoo Valley Blues Association

**ARTICLE II**

The purpose or purposes for which the corporation is organized are: Promote blues appreciation and education by sponsoring concerts, festivals, multi-media programs and community events. Cooperate and correspond with other blues-oriented groups, locally and around the world. Exchange ideas that will enhance the program locally and nationally. Provide an opportunity for blues fans and others with similar interests to meet and enjoy fellowship and this fine art. Foster a greater awareness and love for blues among the community by teaching and performing blues in schools and other educational arenas.

**ARTICLE III**

The corporation is organized upon a non-stock basis.  
(Stock or Nonstock)

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is \_\_\_\_\_ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

DR

ARTICLE III (cont.)

- 2. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")  
none
- b. The description and value of its personal property assets are: (if none, insert "none")  
none
- c. The corporation is to be financed under the following general plan: Fund raisers, concerts
- d. The corporation is organized on a Directorship basis.  
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:

8613 Glenn Drive Portage, Michigan 49002  
 (Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
 (Street Address or P.O. Box) (City) (ZIP Code)

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

David H. Hunt

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
<u>Amy Ferguson</u>	<u>1336 Dennis Ct., Kalamazoo, MI 49007</u>
<u>David Hunt</u>	<u>8613 Glenn Dr Portage MI 49002</u>
<u>Michael E. Muszynski</u>	<u>2908 Junedale, Kalamazoo, MI 49001</u>
<u>Pamela Dickinson</u>	<u>1201 Patricia, Kalamazoo, MI 49004</u>

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 20th day of October, 1998.

Amy R. Ferguson

Amy R. Ferguson

David H. Hunt

David H. Hunt

Michael E. Muszynski

Michael E. Muszynski

Janella Dickson

Janella Dickson

## **AMENDMENT TO ARTICLES OF INCORPORATION**

For Domestic Non-Profit Corporations;  
For the Kalamazoo Valley Blues Association, which organization  
was assigned # 730-937 by the Michigan Department of Commerce,  
Corporation and Securities Bureau on January 5, 1995.

Be it resolved that the Original articles of incorporation are hereby  
amended to include the following language:

### **Article VI**

Said organization is organized exclusively for charitable, religious, and  
educational purposes, including, for such purposes, the making of distributions  
to organizations that qualify as exempt organizations under section 501 (c) (3) of  
the Internal Revenue Code, or corresponding section of any future federal tax  
code.

### **Article VII**

No part of the net earnings of the organization shall inure to the benefit of, or be  
distributable to its members, trustee, officers, or others private persons, except  
that the organization 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 the purpose clause hereof. No  
substantial part of the activities of organization shall be the carrying on of  
propaganda, or otherwise attempting to influence legislation, and the  
organization shall not participate in, or intervene in (including the publishing or  
distribution of statements) any political campaign on behalf of any candidate for  
public office. Notwithstanding any other provision of this document, the  
organization shall not carry on any other activities not permitted to be carried on  
(a) by and organization exempt from federal income tax under section 501 (c) (3)  
of the Internal Revenue Code, corresponding section of any future federal tax  
code, or (b) by an organization, contributions to which are deductible under  
section 170 (c) (2) of the Internal Revenue Code, or corresponding section of  
any future federal tax code.

### **Article VIII**

Upon the dissolution of the organization, assets shall be distributed for one or  
more exempt purposes within the meaning of section 501 (c) (3) of the Internal  
Revenue Code, or corresponding section of any future federal tax code, or shall  
be distributed to the federal government, or to a state or local government, for  
public purpose. Any such assets not disposed of shall be disposed of by the  
Court of Common Pleas of the county in which the principal office of the

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). **DO NOT COMPLETE BOTH.**

a.  The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

b.  The foregoing amendment to the Articles of Incorporation was duly adopted on the 26th day of June, 1995. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 30th day of June, 1995

By David Hunt  
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

David Hunt  
(Type or Print Name)

President  
(Type or Print Title)

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received <b>JUL 03 1995</b>		(FOR BUREAU USE ONLY)
		<b>FILED</b>
		<b>JUL 07 1995</b>

Name <i>David Hunt</i>		
Address <i>8613 Glenn Dr</i>		
City <i>Portage</i>	State <i>MI</i>	Zip Code <i>49002</i>

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

EFFECTIVE DATE:

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

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

**For use by Domestic Profit Corporations**

(Please read information and instructions on the last page)

*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:*

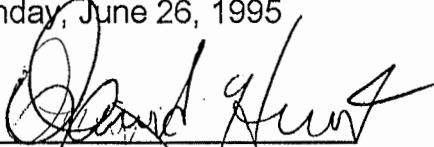
1. The present name of the corporation is:	<i>Kalamazoo Valley Blues Association</i>						
2. The identification number assigned by the Bureau is:	<i>7</i>	<i>3</i>	<i>0</i>	<i>-</i>	<i>9</i>	<i>3</i>	<i>7</i>
3. The location of the registered office is:							
	<i>8613 Glenn Dr</i>	<i>Portage</i>	<i>Michigan</i>	<i>49002</i>			
	(Street Address)	(City)		(ZIP Code)			

4. Article *VII* of the Articles of Incorporation is hereby amended to read as follows:

*See attached*

organization 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.

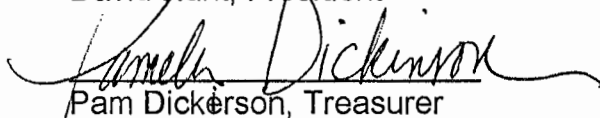
This resolution Amending the Articles of Incorporation is passed by unanimous vote of all Seven members of the Board of Directors on this date, Monday, June 26, 1995



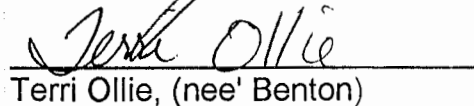
David Hunt, President



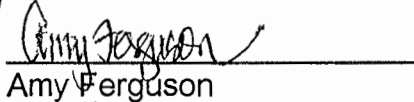
Ken Cassaban, Vice-President



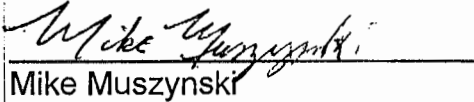
Pam Dickerson, Treasurer



Terri Ollie, (nee' Benton)



Amy Ferguson



Mike Muszynski



Korie Bachleda



Name of person or organization  
remitting fees:

David Hunt

Preparer's name and business  
telephone number:

8613 Glenn Dr Portage, MI 49002

(616) 657 6366

### INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation and Securities Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.  
  
Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of sections 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation formed on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 - The articles being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a nonprofit corporation. If the amendment is otherwise adopted, Item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. **FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE ..... \$10.00  
**TOTAL MINIMUM FEE** ..... **\$10.00**

ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:  
 each additional 20,000 authorized shares or portion thereof ..... \$30.00  
 maximum fee for first 10,000,000 authorized shares ..... \$5,000.00  
 each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares ..... \$30.00  
 maximum fee per filing for authorized shares in excess of 10,000,000 shares ..... \$200,000.00

9. Mail form and fee to:

The office is located at:

Michigan Department of Commerce  
 Corporation and Securities Bureau  
 Corporation Division  
 P.O. Box 30054  
 Lansing, MI 48909-7554

6546 Mercantile Way  
 Lansing, MI 48910  
 Telephone: (517) 334-6302