

**ATTACHMENT TO RESTATED ARTICLES OF INCORPORATION
OF
FRESH AIRE SAMARITAN COUNSELING CENTER
(Amended September 22, 2011)**

ARTICLE I

The original name of the corporation “Fresh-Aire Pastoral Counseling Center” has been restated to be “Fresh Aire Samaritan Counseling Center”

ARTICLE II

- A. Fresh Aire Samaritan Counseling Center (hereafter referred to as the “Corporation”), is organized to provide a unique form of counseling-pastoral therapy to clients who are seeking or struggling with change. Pastoral therapy is focused on more than just the symptoms and is more than offering advice and direction. Pastoral therapy uses both spiritual resources and psychological understanding in order to help individuals experience healing, growth, and wholeness of body, mind, and spirit by recognizing, exploring, and addressing the dynamics that underlie their distress. All services are provided by staff members whose knowledge base, training, and certification/licensure are consistent with the modes of therapy that they perform in the Center. Services are made available taking into consideration of the client’s ability to pay.

- B. The Corporation is organized exclusively for charitable, religious and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) (or corresponding provision of any future United States Internal Revenue law), and that qualifies as “other than a private foundation” within the meaning of section 509(a)(1) of the Code. All provisions of these Restated Articles of Incorporation and the Bylaws of the Corporation shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code, or corresponding provisions of any future United States Internal Revenue law or by an organization the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

- 1. The corporation is organized upon a Nonstock basis.
- 2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is None as non-stock. 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:
- 3.
 - a. If organized on a nonstock basis, the description and value of its real property assets are:
None
 - b. The description and value of its personal property assets are: None
 - c. The corporation is to be financed under the following general plan:

- 1) Through the billing of counseling services from individuals and health insurance remittances.
 - 2) Through the donations of individuals, churches, and various other organizations
- d. The corporation is organized on a Directorship basis.

ARTICLE IV

1. The name of the resident agent at the registered office is: Rev. Dr. Lisa McIlvenna
2. The address of its registered office in Michigan is:
315 W. Larkin Street Midland, Michigan 48640
 (Street Address) (City) (ZIP code)
3. The mailing address of the registered office in Michigan if different than above:
 _____, Michigan _____
 (Street Address) (City) (ZIP code)

ARTICLE V

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

Name	Residence or Business Address
Kendall DeVuyst	979 E. Wheeler Rd. Midland, MI 48640
Julie Heustis	4118 Concord St., Midland, MI 48642
Gary Smith, MD	4205 Mooreland, Midland, MI 48640
Lisa McIlvenna	315 W. Larkin St., Midland, MI 48640

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation 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 above.

ARTICLE VII

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as otherwise provided in section 501(h) of the Code.

ARTICLE VIII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or

organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Midland County, Michigan, exclusively for such purposes or to such organizations, as the Court shall determine, which are tax exempt under section 501(c)(3) of the Code.

ARTICLE IX

A. A volunteer director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for (i) A breach of the director's duty of loyalty to the corporation (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) A violation of section 551(1), (iv) A transaction from which the director or officer derived an improper personal benefit, (v) An act or omission occurring before the effective date of the provision granting limited liability, (vi) An act or omission that is grossly negligent, or (vii) any act occurring before the date these Restated Articles of Incorporation are filed with the State of Michigan.

B. The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer director occurring on or after the effective date of these Restated Articles of Incorporation and incurred in the good faith performance of the volunteer director's duties as such.

C. The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of these Restated Articles of Incorporation if all of the following are met:

(i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

(ii) The volunteer was acting in good faith;

(iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

(iv) The volunteer's conduct was not an intentional tort; and

(v) 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 in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.

D. In the event the Michigan Non-Profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended, except to the extent such limitation is inconsistent with the status of the Corporation as a nonprofit corporation. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, modification or adoption.

E. For purposes of this Article VIII, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable reimbursement for actual, reasonable and necessary expenses incurred by the director in his or her capacity as a director.

F. For purposes of this Article VIII, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reimbursement for actual, reasonable and necessary expenses incurred by the officer in his or her capacity as an officer.

ARTICLE X

A. The Corporation shall indemnify each person against all judgments, costs and expenses reasonably incurred by or imposed upon him or her or amounts paid in settlement in connection with the defense of any pending or threatened actions, suits or proceedings, criminal or otherwise, to which he or she is or may be a party by reason of being or having been a director, officer, non-director volunteer, employee, or agent, provided (i) he or she is determined to have acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation, and (ii) in any matter, the subject of a criminal action or proceedings, he or she is determined to have had no reasonable cause to believe that his or her conduct was unlawful. The determination of (i) and (ii) shall be made in any of the following ways: (1) By majority vote of a quorum of the board of directors consisting of directors who were not parties to the action, suit or proceedings. (2) If the quorum described in (1), is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors. (3) By independent legal counsel in a written opinion. (4) By the members of the board of directors who are not parties to the action, suit, or proceedings.

B. If a person is entitled to indemnification for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement by not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement or which the person is entitled to be indemnified.

C. The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer or employee, whether or not then serving, against any liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the laws of the State of Michigan.