

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

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DEC 28 1998

Name		
*Stephen A. Bromberg, Esq.		
*		
32270 Telegraph Road, Suite 200		
City	State	Zip
*Birmingham, MI		48025-2457

Administrator
 MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU
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RESTATED ARTICLES OF INCORPORATION
 For use by Domestic Nonprofit Corporations
 (Please read information and instructions on last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: * Detroit Symphony Orchestra Hall, Inc.
2. The identification number assigned by the Bureau is: * <u>779-018</u>
3. All former names of the corporation are: Detroit Symphony Orchestra, Inc.
4. The date of filing the original Article of Incorporation was: * <u>May 11, 1951</u>

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is: * Detroit Symphony Orchestra, Inc.
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ARTICLE II

The purpose or purposes for which the corporation is organized are: * See attachment
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ARTICLE III

The corporation is organized on a * nonstock basis.

(stock or nonstock)

1. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is * N/A. 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 limitation of the shares of each class are as follows:

N/A

2. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

None

and the description and value of its personal property assets are: (if none, insert "none")

None

(The valuation of the above assets was as of * May 11, 1951)

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

- * Subscriptions, contributions, loans, subsidies, ticket sales, and recording and broadcasting contracts.

The corporation is organized on a * membership basis.

(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

* 3663 Woodward Avenue, Suite 100, Detroit MICHIGAN 48201-2403
(Street Address) (City) (ZIP Code)

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

* N/A
(P.O. Box) (City) (ZIP Code)

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

* Louis G. Spisto

DETROIT SYMPHONY ORCHESTRA HALL, INC. (CID 779-018)
Attachment to Restated Articles of Incorporation

ARTICLE II: Purposes.

To foster an appreciation of, and a desire for, good music and to promote and foster music and the musical arts by educational, scientific, literary and/or charitable means.

In furtherance of the foregoing purpose, to organize, manage, maintain, operate, control and present a high-class orchestral organization under the name "The Detroit Symphony Orchestra", or some other appropriate name, giving in each season a regular series of symphony concerts in appropriate surroundings and under efficient leadership, so that the public may enjoy artistic interpretations of the world's best symphonic music rendered in a dignified manner and in full sympathy with the best traditions and practices of such organizations.

In general, to carry on any and all activities incident to or in furtherance of the foregoing objects and purposes not forbidden by the laws of the State of Michigan and with all powers conferred upon nonprofit Corporations by the laws of said State, provided, however, that this Corporation shall not engage in any activity or devote any portion of its property or income to purposes except such as those which are deemed to be educational, scientific, literary or charitable under the laws of Michigan and of the United States.

ARTICLE VII. Duration.

The term of this Corporation is perpetual.

ARTICLE VIII. Limitations; Dissolution.

In no event and in no circumstances shall the property of the Corporation or its net earnings or any part thereof be used for or enure to the benefit of any private member, incorporator, or individual. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. In the event of liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, or whether by operation of law, none of the property of this Corporation nor any portion thereof, nor any other assets of this Corporation, shall be distributed to or among any members of this Corporation. Upon such liquidation, dissolution or winding up of this Corporation, all its remaining assets,

after payment of the Corporation's debts or after making provision for the payment thereof, shall be assigned, transferred and delivered to a charitable organization or community foundation qualified under Section 501 (c)(3) of the Internal Revenue Code, or any subsequent amendment to or successor of such Section or any similar section under which any such organization or foundation may be so qualified, to be utilized by such organization or foundation solely for use to promote and foster music and the musical arts by charitable means.

ARTICLE IX. Liability Limitations.

Section 1. To the full extent permitted by law, no Volunteer Director of the Corporation and no Volunteer Officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the fiduciary duties of any Volunteer Director or any Volunteer Officer.

Section 2. To the full extent permitted by law, the Corporation assumes all liabilities to any person other than the Corporation or its members for all acts or omissions of a Volunteer Director occurring on or after January 1, 1988 incurred in the good faith performance of the Volunteer Director's duties.

Section 3. To the full extent permitted by law, the Corporation assumes all liabilities to any person other than the Corporation or its members for all acts or omissions of a Volunteer Officer occurring on or after the effective date of this Section, incurred in the good faith performance of the duties of a Volunteer Officer.

Section 4. "Volunteer Director" means a Director who does not receive anything of more than nominal value from the Corporation for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a Director in her or his capacity as a Director.

Section 5. "Volunteer Officer" means an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by an officer in her or his capacity as an officer.

Section 6. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a Volunteer Director or of a Volunteer Officer of the Corporation existing at the time of such repeal, amendment or other modification.

ARTICLE X Compromise or Arrangement.

When a compromise or arrangement or a plan of reorganization of this Corporation is proposed between this Corporation and its creditors or any class of them or between this Corporation and its members, or any class of them, a court of equity jurisdiction within the State of Michigan, on application of this Corporation or of a creditor or member of the Corporation, or an application of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors or the members or class of members to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or reorganization of this Corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all of the creditors or classes of creditors or on all of the members or classes of members and also on this Corporation.

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attachment

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b)

a. * These Restated Articles of Incorporation were duly adopted on the * ___ day of * _____ 19* , in accordance with the provisions of Section 642 of the Act, by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

b. *X These Restated Articles of Incorporation were duly adopted on the *15TH day of *December 1998, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and (check one of the following)

*X were duly adopted by the vote of the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation

* were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

* were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

* were 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. Written notice to shareholders or members 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.)

BEFORE SIGNING, READ INSTRUCTION #7

Signed this * 15th day of * December , 19*98 .

A.) By _____

(Signature of authorized Officer or Agent)

B.) By Loius G. Spisto

(Signature of: President, Vice-President, Chairperson, Vice Chairperson)

* Loius G. Spisto, its President

(Type or Print Name)

(Type or Print Title)

(Type or Print Name)

(Type or Print Title)