

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

VOLTERRA - DETROIT FOUNDATION

ID NUMBER: 70823Q

received by facsimile transmission on June 28, 2010 is hereby endorsed

Filed on June 28, 2010 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.



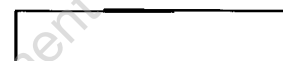
In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 28TH day of June, 2010.

Director

BCS/CD-502 (Rev. 2/10)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES											
Date Received	(FOR BUREAU USE ONLY)										
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name Volterra - Detroit Foundation</td> </tr> <tr> <td colspan="3">Address 2708 Ferncliff Avenue</td> </tr> <tr> <td>City Royal Oak</td> <td>State MI</td> <td>Zip Code 48073</td> </tr> </table>			Name Volterra - Detroit Foundation			Address 2708 Ferncliff Avenue			City Royal Oak	State MI	Zip Code 48073
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	EFFECTIVE DATE:										

Document will be returned to the name and address you enter above.
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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:	Volterra - Detroit Foundation
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ARTICLE II

The purpose or purposes for which the corporation is organized are:	See Attached.
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ARTICLE III

1. The corporation is organized upon a	Nonstock	basis.
	(Stock or Nonstock)	
2. 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:	

ARTICLE III (cont.)

3. 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:

Public contributions

d. The corporation is organized on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The name of the resident agent at the registered office is:
Wladyslaw Fuchs

2. The address of its registered office in Michigan is:
2708 Ferncliff Avenue Royal Oak, Michigan 48073
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office in Michigan if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V

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

Name	Residence or Business Address
<u>Wladyslaw Fuchs</u>	<u>2708 Ferncliff Avenue, Royal Oak, MI 48073</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.

See Attached for Additional Articles.

Volterra-Detroit Foundation public document

I, (We), the Incorporators sign our names this 25 day of JUNE, 2010

Wladyslaw Fuchs
Wladyslaw Fuchs

Attachment to the
Articles of Incorporation for
Volterra - Detroit Foundation

Article II

The purpose or purposes for which the Corporation is organized are:

To solicit, collect, receive, and administer funds exclusively for such charitable and educational organizations as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in particular, to renovate and operate a historic building in Volterra, Italy to be used by University of Detroit Mercy School of Architecture and other educational institutions for a residential college for study of architecture, art and design.

To take and to hold by devise, gift, purchase or lease for the above purposes any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any such property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the Directors' judgment will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation; and

To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise.

Article VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, 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 purpose set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

Article VII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and/or 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, as the Board of Directors shall determine.

ARTICLE VIII

If at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation will be subject to the following as of such time and thereafter: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. (2) The Corporation shall not engage in any act of self dealing

as defined in Section 4941(d) of the Internal Revenue Code. (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. (5) The Corporation shall not make any Taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX

A volunteer director or officer of the Corporation shall not be personally liable to the Corporation, its shareholders or members for monetary damages for breach of the director's or officer's fiduciary duty, except for liability:

- 1) For any breach of the volunteer director's or officer's duty of loyalty to the Corporation, its shareholders or its members;
- 2) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- 3) For a violation of Section 551(1) of the Michigan Non-Profit Corporation Act;
- 4) For any transaction from which the volunteer director or officer derived an improper personal benefit;
- 5) For any acts or omissions occurring before the date of filing of this document; and
- 6) For any acts or omissions that are grossly negligent.

The Corporation assumes all liability to any person other than the Corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring after the date of filing this document incurred in the good faith performance of the volunteer director's duties.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring after the date of filing this document if the following 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 in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being M.C.L.A. §500.3135.