

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

PIONEER RESOURCES, INC.

ID NUMBER: 844228

received by facsimile transmission on August 12, 2008 is hereby endorsed

Filed on August 12, 2008 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 12TH day of August, 2008.



A handwritten signature in black ink, appearing to read 'Andrew S. Mitchell', written in a cursive style.

, Director

Bureau of Commercial Services

BCS/CD-511 (Rev. 12/05)

**MICHIGAN DEPARTMENT OF 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.

Name
Anna Urick Duggins

Address
PO Box 786

City State Zip Code
Muskegon, MI 49443-0786

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED 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 Restated Articles:

1. The present name of the corporation is: Pioneer Resources, Inc.

2. The identification number assigned by the Bureau is:

844-228

3. All former names of the corporation are:

Western Michigan Center for Handicapped Children, Inc.

4. The date of filing the original Articles of Incorporation was:

September 29, 1955

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: Pioneer Resources, Inc.

ARTICLE II

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

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code. Such purposes include providing housing, transportation, nutrition, vocational instruction, supported employment, recreation and other support services to persons who are disabled or disadvantaged.

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)

2. If organized on a stock basis, the aggregate 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:

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

Real estate & buildings: \$2,082,332

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

Transportation equipment and other equipment: \$2,637,474

(The valuation of the above assets was as of September 30, 2007)

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

Fees for services and grants

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

1145 E. Wesley Muskegon, Michigan 49442
(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 is: Greg Scott

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

Please see the attached Exhibit A.

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 _____, 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.

Signed this _____ day of _____

By _____

(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 28th day of July, 2008 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)

were duly adopted by 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)

Signed this 28th day of July, 2008

By 
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Robert E. Kendall

President

(Type or Print Name)

(Type or Print Title)

Exhibit A**ARTICLE VI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to 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 (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VIII

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors or directors, a court of equity jurisdiction within this state may order a meeting of the affected creditors or members. The corporation, a creditor or director of the corporation, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors or 3/4 of the affected directors agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and directors, and also on this corporation.

ARTICLE IX

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation or its directors for monetary damages for a breach of the director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. a breach of the director's duty of loyalty to the corporation or its directors;
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 Act;
4. a transaction from which the director derived an improper personal benefit;
5. an act or omission occurring before the filing of these articles of incorporation; or
6. an act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its directors, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described in article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE X

The corporation assumes the liability for all acts or omissions of a nondirector 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 in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.