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**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury  
Internal Revenue Service

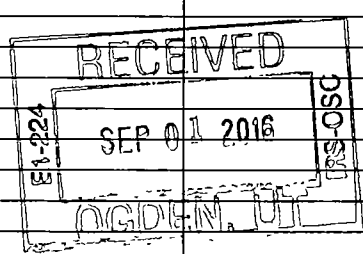
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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**For calendar year 2015 or tax year beginning , 2015, and ending , 20**

Name of foundation <b>The Miller-Davis Foundation</b>		<b>A Employer identification number</b> <b>38-3607242</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1029 Portage St</b>	Room/suite	<b>B Telephone number (see instructions)</b> <b>269-345-3561</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Kalamazoo, MI 49001</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$</b> <b>462,820</b>	<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	3	3		
	<b>4</b> Dividends and interest from securities	9,496	9,496		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	4,003			
	<b>b</b> Gross sales price for all assets on line 6a <b>33,000</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		4,003		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	13,502	13,502			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	0			
	<b>25</b> Contributions, gifts, grants paid	37,000			37,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	37,000			37,000	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	(23,498)				
<b>b Net investment income</b> (if negative, enter -0-)		13,502			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	6,126	2,129	2,129
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	501,982	460,691	460,691
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
<b>15</b> Other assets (describe ▶ )				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	508,108	462,820	462,820	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	508,108	462,820	
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	508,108	462,820		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	508,108	462,820		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .		<b>1</b>	508,108
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	(23,498)
<b>3</b> Other increases not included in line 2 (itemize) ▶		<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	484,610
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>Unrealized Loss on Investments</b>		<b>5</b>	21,790
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .		<b>6</b>	462,820

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	128.700 shs Vanguard Small-Cap Index Fund Admiral	P	09/20/2013	12/07/2015
<b>b</b>	184.162 shs. Vanguard Total International Stock Index Fund Admiral	P	09/20/2013	04/01/2015
<b>c</b>	269.958 shs. Vanguard Total Stock Market Index Fund Admiral Shares	P	09/20/2013	12/07/2015
<b>d</b>	46.080 shs. Vanguard Mid-Cap Fund Admiral	P	09/20/2013	12/07/2015
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>	7,000	6,340	660	
<b>b</b>	5,000	5,010	(10)	
<b>c</b>	14,000	11,724	2,276	
<b>d</b>	7,000	5,923	1,077	
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	<b>2</b>	4,003	
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<b>3</b>		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	33,968	511,004	.0665
2013	30,958	497,503	.0622
2012	30,050	458,223	.0656
2011	20,500	393,529	.0521
2010	16,603	410,651	.0404
<b>2</b>	Total of line 1, column (d)	<b>2</b>	.2868
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.0574
<b>4</b>	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	<b>4</b>	495,623
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	28,449
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	135
<b>7</b>	Add lines 5 and 6	<b>7</b>	28,584
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	37,000

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	135	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	135	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	135	
<b>6</b>	Credits/Payments:			
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	135	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	135	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	✓	
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Michigan		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of Thomas Georgoff Telephone no. 269-345-3561 Located at 1029 Portage St, Kalamazoo, MI ZIP+4 49001
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
<b>1</b> N/A		
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total.</b> Add lines 1 through 3		▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	500,086
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	3,085
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	503,171
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	503,171
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	7,548
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	495,623
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	24,781

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	24,781
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	135
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	135
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	24,646
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	24,646
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	24,646

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	37,000
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	37,000
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	135
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	36,865

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				24,646
<b>2</b> Undistributed income, if any, as of the end of 2015:				
<b>a</b> Enter amount for 2014 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010 . . . . .				
<b>b</b> From 2011 . . . . .				
<b>c</b> From 2012 . . . . .				
<b>d</b> From 2013 . . . . .				
<b>e</b> From 2014 . . . . .				2,315
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	2,315			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>37,000</u>				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2015 distributable amount . . . . .				24,646
<b>e</b> Remaining amount distributed out of corpus . . . . .	12,354			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	14,669			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a . . . . .	14,669			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011 . . . . .				
<b>b</b> Excess from 2012 . . . . .				
<b>c</b> Excess from 2013 . . . . .				
<b>d</b> Excess from 2014 . . . . .				2,315
<b>e</b> Excess from 2015 . . . . .				12,354

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . . ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

N/A

**b** The form in which applications should be submitted and information and materials they should include:

N/A

**c** Any submission deadlines:

N/A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

**Part XV** Supplementary Information *(continued)*

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
Kalamazoo River Valley Trailway Fund 151 S. Rose St., Ste. 332, Kalamazoo, MI 49007		PRIVATE	GENERAL CONTRIBUTION	1,500
Ministry with Community 440 N Church St , Kalamazoo, MI 49007		PRIVATE	GENERAL CONTRIBUTION	7,000
Kalamazoo College 1200 Academy Street, Kalamazoo, MI 49006		PRIVATE	ENDOWED SCHOLARSHIP	25,000
Communities in Schools Kalamazoo P.O. Box 50372, Kalamazoo, MI 49005		PRIVATE	GENERAL CONTRIBUTION	3,500
<b>Total</b> . . . . . ▶ <b>3a</b>				<b>37,000</b>
<b>b</b> <i>Approved for future payment</i>				
Kalamazoo River Valley Trailway Fund 151 S. Rose St., Ste. 332, Kalamazoo, MI 49007		PRIVATE	GENERAL CONTRIBUTION	1,500
Gilmore International Keyboard Festival 359 S. Kalamazoo Mall, Suite 101, Kalamazoo, MI 49007		PRIVATE	GENERAL CONTRIBUTION	3,000
<b>Total</b> . . . . . ▶ <b>3b</b>				<b>4,500</b>





**The Miller-Davis Foundation**

38-3607242

2015 Form 990-PF

Supporting Schedules

Part II - Line 13 - Columns (b) & (c) - Other Investments at Market Value

Vanguard Funds

Symbol	
VDADX	\$ 57,762
VIMAX	83,763
VSMAX	77,656
VTIAX	91,009
VTSAX	<u>150,501</u>

Total \$ 460,691

Part VII-A - Line 10 - Persons Who Became Substantial Contributors During the Year

Not Applicable

Part VIII - Line 1 - Officers, Directors, Trustees, and Foundation Managers

(a) Name and address	Rex L. Bell, 1029 Portage Street, Kalamazoo, MI 49001
(b) Title and average hours per week devoted to position	President and Chairperson; one quarter hour
(c) Compensation:	\$0
(d) Contributions to employee benefit plans:	\$0
(e) Expense account	\$0

(a) Name and address	Thomas Georgoff, 1029 Portage Street, Kalamazoo, MI 49001
(b) Title and average hours per week devoted to position:	Secretary and Treasurer, one quarter hour
(c) Compensation	\$0
(d) Contributions to employee benefit plans	\$0
(e) Expense account	\$0

(a) Name and address	Alfred J Gemrich, 1029 Portage Street, Kalamazoo, MI 49001
(b) Title and average hours per week devoted to position:	Assistant Secretary, one quarter hour
(c) Compensation	\$0
(d) Contributions to employee benefit plans:	\$0
(e) Expense account:	\$0

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

**FILED**

**DEC 21 2015**

**ADMINISTRATOR  
CORPORATIONS DIVISION**

Date Received

**DEC 21 2015**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

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City

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IranInfo:1 20953068-1 12/18/15  
Chk#: 5121 Amt: \$10.00  
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EFFECTIVE DATE

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

**For use by Domestic Profit and Nonprofit 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:

The Miller-Davis Foundation

2. The identification number assigned by the Bureau is:

772-795

3 Article  XI  Section  1  of the Articles of Incorporation is hereby amended to read as follows:

Amended Article XI (Limitation of Director, Officer and Volunteer Liability)

Section 1: To the fullest extent permitted by law, including without limit the Act, as the same presently exists, or may hereafter be amended, and except as otherwise permitted by law, a director or volunteer officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of the director or officer's fiduciary duty. This provision shall not eliminate or limit the liability of a director or volunteer officer, except as may be permitted, for any of the following: a) the amount of a financial benefit received by the director or volunteer officer to which he or she is not entitled; b) intentional infliction of harm on the Corporation, its shareholders or members, c) a violation of Section 551 of the Act (MCL 450.2551), d) an intentional criminal act, e) a liability imposed under Section 457(a) of the Act (MCL 450.2497(a)).

*Handwritten mark*

**6. Nonprofit corporation only: Member, shareholder, or board approval**

The foregoing amendment to the Articles of Incorporation was duly adopted on the 17th day of September, 2015 by the (check one of the following)

**Member or shareholder approval for nonprofit corporations organized on a membership or share basis**

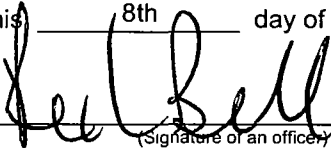
- members or shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the members, shareholders, or their proxies having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members, shareholders, or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members, shareholders, or their proxies entitled to vote in accordance with Section 407(3) of the Act

**Directors (Only if the Articles state that the corporation is organized on a directorship basis)**

- directors at a meeting in accordance with Section 611(3) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 8th day of December, 2015

By   
(Signature of an officer)

Rex L. Bell President  
(Type or Print Name) (Type or Print Title)

<b>MICHIGAN DEPARTMENT OF CONSUMER &amp; INDUSTRY SERVICES</b> <b>BUREAU OF COMMERCIAL SERVICES</b>			82
Date Received	(FOR BUREAU USE ONLY)		
	This document is effective on the date filed, unless a subsequent effective date within 90 days after		Tran Info: 1 3536186-1 05/01/01 Chk#: 20927 ID: Amt: \$20.00 GEMRICH MOSER BOWSER MURPHY & GRAHA
Name			
Alfred J Gemrich			
Address			
222 S. Westnedge Avenue			
City	State	Zip Code	
Kalamazoo	Michigan	49007	
		EFFECTIVE DATE	<b>FILED</b>  MAY 04 2001  Administrator BUREAU OF COMMERCIAL SERVICES

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772-795

**ARTICLES OF INCORPORATION**  
 For use by Domestic Non-Profit Corporations

**MILLER-DAVIS CO.**

The Miller-Davis Foundation  
 (a Michigan Nonprofit Corporation)

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, as amended, (the "Act") (Michigan Compiled Laws Section 450.2101 et seq), the undersigned Corporation executes this following Articles:

**ARTICLE I**  
 (Name)

The name of the Corporation is The Miller-Davis Foundation. ✓

**ARTICLE II**  
 (Purpose)

Section 1: The Corporation is organized exclusively for the purpose of receiving and administering funds for religious, charitable, educational, scientific and literary purposes as described in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), either by the making of distributions directly or by contributions: (1) to organizations that to qualify as exempt organizations under Section 501(c)(3) of the Code, or (2) to organizations to which deductible contributions can be made under Section 170(c)(2) of the Code, and all for the purpose of benefiting

by grants and other forms of financial assistance, to persons, organizations and institutions primarily in the southwestern Michigan area with general focus on area beautification, education, conservation, the natural world, the environment, science, the arts, health, wholesome recreational opportunities, gifted, talented, promising, disadvantaged or needy persons, development of excellence of character, sound mind, body and spirit in persons, the public good, civic responsibility, the quality of life and other charitable activities within the meaning of Section 503(c) of the Code. Any and all reference to any particular sections of the Code in this Articles of Incorporation shall include reference to the respective corresponding sections of any future tax code.

### ARTICLE III (Powers)

Section 1: The Corporation shall have powers provided for under the Act and otherwise that are necessary or convenient to effect any purpose for which the Corporation is formed.

### ARTICLE IV (Qualified Charitable Corporation)

Section 1: The Corporation shall at all times be conducted as an organization described in Section 503(c)(3) of the Code. The Corporation shall not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the law of the State of Michigan pursuant to the Act.

Section 2: No part of the assets or earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

Section 3: 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 or intervene in any political campaign on behalf of or in opposition to any candidate for public office and shall not publish or distribute statements relating to political campaigns.

### ARTICLE IV (Non-stock Directorship Basis)

Section 1: The Corporation is organized on a non-stock basis.

Section 2: The Corporation is organized on a directorship basis.

ARTICLE V  
(Assets and Method of Financing)

Section 1: The Corporation is to be financed through contributions and investment income.

Section 2: The Corporation has no real property or personal property assets.

ARTICLE VI  
(Registered Office)

Section 1: The street address and mailing address of the initial registered office is 1029 Portage, Kalamazoo, Michigan 49001.

ARTICLE VII  
(Registered Agent)

Section 1: The name of the initial resident agent at the registered office is Rex Bell.

ARTICLE VIII  
(Incorporator)

Section 1: The name and address of the incorporator is Alfred J. Gemrich, 222 South Westnedge Avenue, Kalamazoo, Michigan 49007.

ARTICLE IX  
(Board of Trustees)

Section 1: The Board of Trustees of this Corporation shall consist of not less than three nor more than seven persons, and as determined from time to time by the Board of Trustees.

Section 2: If a vacancy has occurred among the members of the Board as a result of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees.

Section 3: Upon the death or resignation of all of the Trustees, a Judge of the Probate or Circuit Court in Kalamazoo County may appoint new Trustees and in the event new Trustees have not been appointed within one hundred eighty (180) days thereafter then the Corporation may be dissolved and the assets shall be distributed in accordance with Article XII.

ARTICLE X  
(Restricted Activities)

Section 1: The Corporation shall distribute income at a time and in a manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

Section 2: The Corporation shall not engage in an act of self-dealing as defined in Section 4941(d) of the Code.

Section 3: The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Section 4: The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

Section 5: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI  
(Limitation of Director, Trustee, Officer and Volunteer Liability)

Section 1: To the fullest extent permitted by law, including, without limit, the Act, as the same presently exists or may hereafter be amended, and except as otherwise provided by law, a volunteer director, volunteer trustee or volunteer officer of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of the Trustee's or officer's fiduciary duty. This provision shall not eliminate or limit the liability of a volunteer director, volunteer trustee or volunteer officer (except as may be permitted) for any of the following: a) a breach of the director's, trustee's or officer's duty of loyalty to the Corporation; b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; c) a violation of section 551(1) of the Act; d) a transaction from which the director, trustee or officer derived an improper personal benefit; e) an act or omission occurring before the effective date of the provisions granting limited liability; f) an act or omission that is grossly negligent.

Section 2: To the fullest extent permitted by law, including, without limit, the Act, as the same presently exists or may hereafter be amended, the Corporation assumes all liability to any person other than the Corporation for all acts of omissions of a volunteer director or volunteer Trustee incurred in the good faith performance of his or her duties as a such; provided, 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 Section 503(c)(3) of the Code.

Section 3: To the fullest extent permitted by law, including without limit, the Act, as the same presently exists or may hereafter be amended, the Corporation assumes the liability for all acts

or omissions of a volunteer director, volunteer trustee, volunteer officer, or other volunteer, occurring on or after the effective date of the provisions granting limited liability in accordance with the pertinent provisions of the Act, if all of the following conditions are met: (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (b) the volunteer was acting in good faith; (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct; (d) the volunteer's conduct was not an intentional tort; and (e) 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 500.315 of the Michigan Compiled Laws.

Section 4: A claim for monetary damages shall not be brought or maintained for a volunteer director, volunteer trustee, volunteer officer or other volunteer's acts or omissions, but such a claim shall be brought or maintained instead against the Corporation which shall be liable for the same.

Section 5: The term "volunteer director," "volunteer trustee," "volunteer officer" and "volunteer" shall have the definitions set forth in the Act, as the same presently exists or may hereafter be amended.

Section 6: 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, trustees, officers or volunteers of nonprofit corporations, then the liability of the members of the board of directors, trustees, officers and volunteers, in addition to that described in this Article IX, 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 Section 503(c)(3) of the Code. No amendment or repeal of this Article shall apply to any member of the board of directors, trustees, officers or volunteers of the Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Section 7: Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection a director of the Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as amended.

## ARTICLE XII (Distribution of Assets Upon Termination or Dissolution)

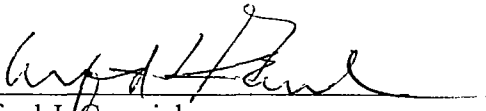
Section 1: Upon termination, dissolution or winding up of the Corporation, all remaining assets of the Corporation shall be distributed to an organization or organizations described in Section 501(c)(3) of the Code with preference given to one or more qualified, private, charitable organizations principally located or conducting activities principally within southwestern Michigan.

If and to the extent the Board of Trustees shall fail to make such distribution of all of the remaining assets of the Corporation, the same shall be distributed to one or more organization or organizations described in Section 501(c)(3) of the Code and having its or their principal office(s) in Kalamazoo County, Michigan as designated and directed by order of the Circuit Court for the County of Kalamazoo, Michigan.

ARTICLE XIII  
(Amendment)

Section 1: These Articles or any portion of the same may be amended or repealed by a majority vote of the Trustees of this Corporation then in office at any regular or special meeting of the Trustees provided that any statutory notice requirements are met.

Signed by the Incorporator this 30th day of April, 2001.

  
\_\_\_\_\_  
Alfred J. Gemrich