

# The MSU SHC Articles of Incorporation

## Article I. Name

The name of the corporation is MSU Student Housing Cooperative, Inc.

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## Article II. Purpose

The purpose or purposes for which the corporation is formed are as follows:

1. **A.** The MSU Student Housing Cooperative, Inc. is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. No substantial portion of either its funds or activities may be directed at any time to other purposes. Its primary purposes are:
  1. **a.** To promote the social and general welfare of Michigan State University and the community, by offering low rent housing and other services, regardless of age, color, gender, gender identity, disability status, height, marital status, national origin, political persuasion, race, religion, sexual orientation, veteran status, or weight and thus to influence the community to eliminate discrimination in housing.
  2. **b.** To advance the cause of education by providing inexpensive board and lodging for university students with limited resources, so that those who might not otherwise be able to continue at the University, because of economic reasons, may enjoy the benefits of higher education.
  3. **c.** To be inclusive of underrepresented and marginalized groups of the community, including providing housing for any low-income or moderate income members, pursuant to the United States Revenue Ruling 96-32 income limits, and to continually expand and extend those facilities in the community interest.
  4. **d.** To initiate, coordinate, direct, and otherwise participate in educational efforts and programs for the education of its members and others.
  5. **e.** (Deleted by amendment, December 3, 1971.)
1. **B.** To further the primary purpose of this organization, the corporation shall be empowered to, but not limited to, do the following:
  1. **a.** Own, lease, and operate dormitories, dwelling units, and boarding units, and to provide other facilities and services for university students.
  2. **b.** Do all things expedient and necessary for the furtherance of the primary purposes of the organization.
1. **C.** This corporation may not engage in, otherwise than as an insubstantial part of its activities, any activities which are not in furtherance of its tax exempt purposes.

(As Restated April 1, 2002) The corporation is organized on a non-stock basis.

**^ Is this right? I'm not seeing this part of Article II in the 2002 Restated Articles.**

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## Article III. Assets

If organized on a non stock basis, the description and value of its real property assets are:

	Name of Cooperative House	Address of House	City Assessed value as of May 13, 2002 In Dollars
1	Atlantis	207 Bogue Street	157,400
2	Bower	127 Whitehills	128,800
3	Elsworth	711 W Grand River	184,800
4	Ferency	146 Collingwood	72,100
5	Hedrick	140 Collingwood	133,900
6	lot	711 W Grand River	29,000
7	Miles	152 Collingwood	65,900
8	Orion	501 M.A.C.	141,700
9	Phoenix	239 Oak Hill	190,900
10	Raft Hill	420 Evergreen	77,300
11	Shadowwood	505 M.A.C.	190,900
12	Toad Lane & New Community	415 & 425 Ann	184,300
			<b>\$1,557,000</b>

and the description of its personal property assets are: \$10,000 office equipment. (The valuation of the above assets was as of May 13, 2002)

***^ When was this added to Article III? It appears in the Restated 2018 Articles, but I can't find the referendum for this amendment.***

Said corporation is to be financed under the following general plan: By the collection of such membership fees as shall be provided in the By-Laws; by contributions and donations from persons, parties, or organization interested in furthering the program for which this corporation is organized.; and by the collection of such service charge for services rendered as shall be stipulated from time to time by the Board of Directors.

The corporation is organized on a membership basis.

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## Article IV. Registered Office

(As Restated April 1, 2002) The address of the registered office is:

317 Student Services Building, Michigan State University, East Lansing, Ingham County, Michigan 48824.

The name of the resident agent is Joan Bulmer.

(Deleted April 1, 2002) The name of the first resident agent is Orion Ulrey.

## Article V. Organization

Said corporation is organized upon a non-stock basis.

(As amended October 28, 1978) All membership dues are to be retained by the corporation as contributions of capital, and shall be fully refundable to each member upon dissolution of the corporation.

***^ I feel like I remember Orion Ulrey and George Motts very sternly warning me that the IRS absolutely HATES this "refund to member upon dissolution" business. I'll re-consult my ouija board.***

***Also, I guess I don't understand the methodology behind what gets noted as "as amended" and what's plainly included. When the Articles were restated in 2002, the second sentence within Article V wasn't on a new line.***

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## Article VI. Incorporators

The names and places of residence, or business, of each of the incorporators (and if a corporation is organized upon a stock-share basis the number of shares of stock subscribed for by each) are as follows:

Name	Residence Address
William Barker	711 W. Grand River Ave., East Lansing MI 48823
Marc Butler	711 W. Grand River Ave., East Lansing MI 48823
James Landau	711 W. Grand River Ave., East Lansing MI 48823

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## Article VII. Board of Directors

The names and addresses of the first board of directors (or trustees) are as follows:

Name	Residence Address
Geoffrey Gates	711 W. Grand River Ave., East Lansing MI 48823
William Barker	711 W. Grand River Ave., East Lansing MI 48823
Richard Baker	140 Haslet St., East Lansing MI 48823
John Aubrey	127 Whitehills Dr., East Lansing MI 48823
Gregory Martin	548 M.A.C., East Lansing MI 48823

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## Article VIII. Term

The term of the corporate existence is perpetual.

## Article IX. Dissolution

The mode of procedure and the manner in which the business and affairs of this corporation shall be conducted in accordance with the Statutes of the State of Michigan. Neither interest nor dividends shall be paid upon the paid-in membership capital of this corporation. Only members in good standing or their duly appointed or elected representatives shall be eligible to hold office as a director or officer of this corporation. Voluntary dissolution of said corporation shall require approval at a membership meeting of, at least, two-thirds (2/3) of the membership in good standing of said corporation, voting in person and not by proxy, or of such greater number as may be required by law. In the event of any dissolution of this corporation:

1. **A.** (As amended October 28, 1978) None of the corporation assets shall accrue or inure to the benefit of any member upon dissolution of the corporation, or at any other time, except as set forth in Article V.
1. **B.** (As amended December 3, 1971) In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt as defined in Section 501©(3) of the Internal Revenue Code of 1954 or the corresponding provision of a future United States Internal Revenue Law.

This article shall not be amended other than by a vote of two-thirds (2/3) of the members in good standing of said corporation at a regular or special membership meeting. Said votes shall be in person and not by proxy, and shall be held at polling places as may be designated by the board of directors.

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## Article X.

(Added by amendment July 19, 1977)

The corporation shall not sell, mortgage, or assign any real estate without the prior vote of a majority of the member occupants of the real estate to be sold, mortgaged, or assigned. Further, each house (as defined in the By Laws) has the responsibility to care, manage, and control their property. This authority may be revoked by the MSU Student Housing Corporation in the event there occurs waste to the premises or impairment to the capital of the MSU Student Housing Corporation.

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## Article XI. Cooperative Plan

(As Restated April 1, 2002)

The cooperative plan is set up as follows: Each member is entitled to one vote regardless of the number of shares or memberships owned.

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