

LARA Corporations Online Filing System

Department of Licensing and Regulatory Affairs

ID Number: 802325703

[Request certificate](#)

[New search](#)

Summary for: IPATH INC.

The name of the DOMESTIC NONPROFIT CORPORATION: IPATH INC.

Entity type: DOMESTIC NONPROFIT CORPORATION

Identification Number: 802325703

Date of Incorporation in Michigan: 05/21/2019

Purpose: Other

Term: Perpetual

Most Recent Annual Report:

Most Recent Annual Report with Officers & Directors:

The name and address of the Resident Agent:

Resident Agent Name: KARYN M WARSOW

Street Address: 4947 HALLENIUS RD

Apt/Suite/Other:

City: GAYLORD State: MI Zip Code: 49735

Registered Office Mailing address:

P.O. Box or Street Address:

Apt/Suite/Other:

City: State: Zip Code:

Act Formed Under: 162-1982 Nonprofit Corporation Act

Acts Subject To: 162-1982 Nonprofit Corporation Act

The corporation is formed on a Membership basis.

Written Consent

View filings for this business entity:

- ALL FILINGS
- ANNUAL REPORT/ANNUAL STATEMENTS
- ARTICLES OF INCORPORATION
- ARTICLES OF INCORPORATION
- RESTATED ARTICLES OF INCORPORATION
- RESTATED ARTICLES OF INCORPORATION

[View filings](#)



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

Date Received
MAY 20 2019

APR 19 2019

AC1

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

TranInfo:1 23610926-1 04/16/19
Chk#: 011239 Amt: \$20.00
ID: KIRKPATRICK DUBOIS & SLOUGH PLC

Name Ronald J. Kirkpatrick		
Address 145 North Otsego Avenue		
City Gaylord	State Michigan	ZIP Code 49735

EFFECTIVE DATE: **FILED**

MAY 21 2019

ADMINISTRATOR
CORPORATIONS DIVISION

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

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:

IPATH INC.

ARTICLE II

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

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (Article II continued below)

ARTICLE III

1. The corporation is formed upon a Nonstock basis.
(Stock or Nonstock)

2. If formed on a stock basis, the total number of shares 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

LL

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.

ARTICLE II (continued):

The purposes for which the Corporation is organized are:

(a) Mission

The International Professional Association for Transport & Health (IPATH) is a platform for cross-disciplinary and multi-sector professionals working at the intersection of transport and health. The aim of IPATH is to share information, exchange ideas, and foster collaboration to improve health, quality of life and well-being in communities by advocating for the integration of health in the urban and transport planning agendas.

(b) To receive and administer funds; to acquire, invest, dispose of, and deal with real and personal property and interests therein; and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the purposes of the Corporation, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the bylaws of the Corporation.

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments 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, (except as provided in Code Section 501 (h)) and the Corporation shall not participate in; or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170 (c)(2).

ARTICLE VII

In the event of 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 Internal Revenue Code Section 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 of Otsego to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes described in Section 501(c)(3) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or any corresponding revision of any subsequent income tax laws).

ARTICLES VIII, IX, X, XI XII and XIV (see attached Articles VIII, IX, X, XI XIII and XIV)

I, (We), the incorporator(s) sign my (our) name(s) this 8 day of April, 2019

Karyn M. Warsaw

ARTICLE VIII

When a compromise, an arrangement, or a plan or reorganization of this Corporation is proposed between the Corporation and its creditors or members, a court of equity jurisdiction within this State may order a meeting of the affected creditors or members. The Corporation, a creditor or member 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 three-quarters (3/4) in value of the affected creditors or three-quarters (3/4) of the affected members agree to a compromise or arrangement, the compromise, arrangement or reorganization of the Corporation resulting from the compromise or arrangement, if sanctioned by the court to which the application has been made, shall be binding on all the creditors and members, and also on the 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"), or a volunteer officer, shall be personally liable to the Corporation or to its members or to other directors for monetary damages for a breach of fiduciary duty as an officer or director arising under applicable law. Provided, however, this Article shall not eliminate or limit the liability of a director for any of the following:

- (A) The amount of a financial benefit received by a 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 Michigan Nonprofit Corporation Act.
- (D) An intentional criminal act.
- (E) A liability imposed under section 497(a) of the Michigan Nonprofit Corporation Act.
- (F) A transaction from which the director or officer derives an improper personal benefit;
- (G) An act or omission that is grossly negligent.

ARTICLE X

The Corporation assumes all liability to any person other than the Corporation and its other directors or members for all acts or omissions of a director who is a volunteer director, as defined in the Act, on behalf of the Corporation, incurred in the good faith performance of the Director's or officer's duties on or after the date of filing these Articles of Incorporation. 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. No claim for monetary damages for a breach of a director's duty to any such person shall be brought or maintained against a director. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the Corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, repeal, modification or adoption.

ARTICLE XI

In the event the Michigan Nonprofit Corporation Act is amended after the approval of this Article to authorize corporate action further eliminating or limiting the personal liabilities of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as 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 or officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XII

The Corporation assumes the liability for all acts or omissions of a volunteer 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 and wanton misconduct.
- (D) The volunteer's conduct was not an intentional tort.
- (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 MCLA 500.3135.

ARTICLE XIII

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether formal or informal, and whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation, or of any corporation, partnership, joint venture, trust employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation.

The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service, whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers, and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.

The right of indemnification provided pursuant to this Article shall not be exclusive, and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE XIV

Any action required or permitted by the Nonprofit Corporation Act of Michigan to be taken at any meeting of the board or of a committee may be taken without a meeting if, before or after the action, all members of the board or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.