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MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">FILED</p> <p style="text-align: center;">JUL 12 1984</p> <p style="text-align: center;">Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau</p>	<p>Date Received</p> <p style="text-align: center; font-size: 1.2em;">JUL 06 1984</p>
CORPORATION IDENTIFICATION NUMBER	720-306

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read instructions on last page before completing form)

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:

EMPLOYEE ASSISTANCE SOCIETY OF NORTH AMERICA, INCORPORATED ✓

ARTICLE II

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

See attached Purpose clause

ARTICLE III

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

- 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:

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ARTICLE III

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

none

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

none

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

Dues, Contributions and Grants

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

ARTICLE IV

1. The address of the registered office is:

2145 Crooks Road, Suite 103 Troy, Michigan 48084
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

Michigan
(P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: George T. Watkins

ARTICLE V

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

Name	Residence or Business Address
George T. Watkins	5029 Berwyck, Troy, MI 48098
Deborah Comstock	19526 Imperial, Redford, MI 48240
Keith McClellan	3670 Timberlake St., Uniontown, OH 44685
Arthur P. Knight	254 St. Rose Ave., Windsor, Ontario N8S 1X2, Canada
James T. Wrich	1335 Westbury Drive, Hoffman Estates, IL 60195
Wayne Corneil	37 Marco Lane, Ottawa, Ontario K1S 5A1, Canada
James C. Francek	19 Park Lane, Westport, CT 06880

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 Article VI

X (We), the incorporator(s) sign ~~my~~(our) name(s) this 3rd day of February, 1984.

X George T. Watkins Deborah Comstock
George T. Watkins Deborah Comstock

X Keith McClellan
Keith McClellan

X Arthur P. Knight
Arthur P. Knight

X James C. Franek

X James T. Wrich
James T. Wrich

X Wayne Corneil
Wayne Corneil



DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

BOOKHOLDER & STORCHAN, P.C.
 911 West Big Beaver, Suite 101
 Troy, MI 48084

Attention: Ronald M. Bookholder

Telephone: _____
 Area Code 313
 Number 362-3660

INFORMATION AND INSTRUCTIONS

1. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
 Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
2. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 by one or more persons for the purpose of forming a domestic nonprofit corporation.
3. Article II — The specific purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
4. Article III — Complete item III(1) or III(2) as appropriate, but not both.
5. Article IV — A post office box may not be designated as the street address of the registered office. The mailing address may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.
6. Article V — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
7. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. This document must be signed in ink by each incorporator. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
9. FEES: Filing fee \$10.00
 Franchise fee \$10.00
 Total fees (Make remittance payable to State of Michigan) \$20.00
10. Mail form and fee to:
 Michigan Department of Commerce
 Corporation and Securities Bureau
 Corporation Division
 P.O. Box 30054
 Lansing, MI 48909
 Telephone: (517) 373-0493

EMPLOYEE ASSISTANCE SOCIETY OF NORTH AMERICA, INCORPORATED

ARTICLE II

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

The Employee Assistance Society of North America, Incorporated is an international non-profit educational and resource society of individuals dedicated to the advancement of employee assistance concepts which promote individual employee health, wellness and productivity by reducing the impact of chemical dependency and other personal problems. Its purpose shall include the conducting of seminars, international conferences and research into educational methods of achieving aims; to organize discussion conferences and to use other lawful, appropriate and genuine means for attainment of these purposes. In addition, said Corporation is to receive and administer funds for scientific, educational and charitable purposes, and to that end, to take and hold by bequest, devise, grant, gift, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without specific limitation as to amount or value; to see, convey or otherwise dispose of any such property and to invest, re-invest, or deal with principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the by-laws of the Corporation, or any laws applicable thereto. In addition, without limiting the generality of the foregoing, one of the purposes of the Corporation shall be the fostering of educational and research opportunities for qualified individuals through the making of grants to educational institutions and through the making of direct grants or loans to individuals without interest, to enable them to meet the expenses of research. The Corporation shall do any and all acts and things, and exercise any and all powers which it may now or hereinafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Michigan for the purposes of accomplishing any of the purposes of the Corporation.

ARTICLE VI

A. Said Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or any corresponding provision of any future United States Internal Revenue law).

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in Article VI-A hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing 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 Service Code of 1954 (or any corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Service Code of 1954 (or any corresponding provision of any future United States Internal Revenue law).

C. Upon the dissolution of the Corporation, the board of trustees and/or directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of any and all of the assets of the Corporation exclusively for purposes of the Corporation in such manner, or to such organization or organizations organized and 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 Service Code of 1954 (or any corresponding provision of any future United States Internal Revenue law), as the board of directors and/or trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the principal office of the Corporation is then located, exclusively for the purposes or such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.