

ARTICLES OF INCORPORATION
Of
MICHIGAN PUBLIC HEALTH INSTITUTE

These Articles of Incorporation are executed by the incorporators for the purpose of forming a Michigan nonprofit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended, as follows:

ARTICLE I

The name of the Corporation is: Michigan Public Health Institute.

ARTICLE II

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

The mission of the Corporation is to assist in developing and increasing the capacity of the Michigan Department of Public Health and the universities and agencies associated with the Department of Public Health to prevent disease, prolong life, and promote public health through an organized program of policy development, planning, scientific research, service demonstrations, education and training.

The Corporation shall provide a scientific and experimental basis for the action of government to meet changing health conditions. The Corporation shall endeavor to anticipate new problems and develop policies, plans, interventions, and reforms before health crises arise. The Corporation shall involve health related experts, policy leaders, and the general public in planning and carrying out its programs. The Corporation shall use, wherever possible, longitudinal research designs, multidisciplinary research teams, experimental scientific methods and enlightened social values in bringing about constructive health innovations. The Corporation must maintain a scholarly atmosphere of freedom of inquiry and promote the protection of human subjects in pursuit of the solution of public health problems. Research findings will be reported to the public and efficacious findings disseminated in order to facilitate their implementation. Health related personnel will have their skills and knowledge base enhanced in order to advance public health roles in policy, planning, science, and service delivery.

Major areas of emphasis by the Corporation include the prevention and control of environmental health hazards, prevention and control of infectious and chronic diseases, assistance to particularly vulnerable population groups, and development of health facilities, agencies, and health service delivery systems, regulation of health care facilities and agencies providing prevention and treatment services for substance abusers and development of innovative laboratory procedures, biological products and vaccines.

To carry out this purpose, Part 26 of the Public Health Code, Act 368 of Public Acts of 1978, specifies that a comprehensive support system of science acquisition, data management and health services research be conducted. The Corporation will be one means for fulfilling Part 26 of the Public Health Code. Accordingly, the Corporation shall plan, promote, and coordinate health services research, and shall conduct evaluation, demonstration and health statistical activities as directed by the Department of Public Health. The Corporation may maintain the following health research and information systems including, but not limited to:

- a) the cause, effects, extent, and nature of illness and disability of the people of this state, or a grouping of its people;
- b) the impact of illness and disability of the people of this state on the economy of this state and on other aspects of the well-being of its people or a grouping of its people;
- c) environmental, laboratory, social, and other health issues and health knowledge and practices of the people of this state;
- d) determinants of health and nutritional practices and status, including “behavior” related to health;
- e) the quality and availability of health resources in this state, including, but not limited to, health care institutions and health professionals;
- f) access to and use of health care, which may include the utilization of ambulatory health services by specialties and types of practice of the health professionals providing the services, and services of health facilities and agencies;
- g) health care costs and financing, which may include the trends in health care prices and costs, the sources of payments for health care services, and federal, state, and local government expenditures for health care services;
- h) public health policies and programs;
- i) conduct or support training activities related to environmental, laboratory, social and other health related issues; and,
- j) other issues considered appropriate by the Board of Directors of the Corporation.

ARTICLE III

The Corporation is organized upon a non-stock basis. The amount of assets the Corporation possesses is as follows:

Real property – none
Personal property – none

The Corporation is to be financed according to the following general plan: contributions, payments, and grants from individuals and organizations, payment for services rendered, income from investments, and other sources that may be available.

The Corporation is organized on a directorship basis.

ARTICLE IV

The address of the initial registered office is 3423 N. Logan, Lansing, Michigan, 48907.

The name of the initial registered agent at the registered office is David J. McLaury.

ARTICLE V

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
David J. McLaury	3423 N. Logan, Lansing, MI 48909

ARTICLE VI

The Corporation shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No director or officer of the Corporation shall possess any right or title to or interest in the corporate property or earnings of the Corporation in his or her individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer or private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth above.

ARTICLE VII

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code, nor shall the Corporation participate in or intervene in 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 activities not permitted to be carried on by: (a) a corporation exempt from tax under 501 (c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII

A volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's fiduciary duty, except for liability:

- a) For a breach of the director's duty of loyalty to the Corporation or to its members;

- b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- d) For a transaction from which the director derived an improper personal benefit; or
- e) For an act or omission that is grossly negligent.

If, after approval by the member of this provision, the Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modifications of the foregoing provisions of this Article by the member of the Corporation shall not adversely affect any right or protection of a director of the Board of Directors existing at the time of such repeal or modification.

ARTICLE IX

The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of any volunteer director incurred in the good faith performance of the volunteer director's duties.

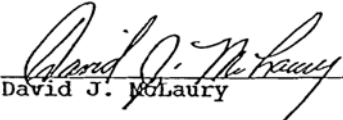
ARTICLE X

Upon dissolution of the Corporation, any property remaining after providing for the debts and obligations of the Corporation shall be distributed at the direction of the Board of Directors of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal, state or local government, for a public purpose.

ARTICLE XI

Any reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include reference to corresponding provisions of any applicable future Internal Revenue law.

I, the incorporator of the Corporation, hereby execute and sign these Articles of Incorporation on this 18th day of July, 1990.


David J. McLaury