

Family & Lifestyle Medicine

ARTICLES OF INCORPORATION and BY-LAWS

- I. Name:** Family and Lifestyle Medicine and referred to as “clinic” in these articles.
- II. Purpose:** The clinic is a nonprofit charitable religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

This is to be accomplished with whole person clinical care, community health education, and training, in harmony with the principles of the Seventh-day Adventist church and in cooperation with local Seventh-Day Adventist Church(es). Healthcare is provided by licensed and employed physician(s). Whole person care follows Christ’s example to compassionately work to restore all aspects of individuals and families to their originally created ideal. Whole person care addresses all aspects of our patients’ health concern(s)---physical, mental, spiritual---from the root *cause(s)* and from the *context(s)* with which the patient is dealing with the concern(s).

- III. Clinic Address:** 12911 Kelly Ln, Grand Ledge, MI 48837
- IV. Registered Agent:** Kimberly R. Azelton, 12911 Kelly Ln. Grand Ledge, MI 48837
- V. Incorporators of the corporation** are as follows: Phil R. Mills, MD; Tom Owiti, MBA; Justin Ringstaff; Phillip Mills, Jr; Kimberly Azelton, MD, MPA, DipABLM
- VI. Duration:** The period of duration of the corporation is perpetual.
- VII. Fiscal Year:** Fiscal year is from July 1 to June 30 of each year.
- VIII. Directors:** The clinic shall have a Board of Directors of not less than three (3) nor more than nine (9) individuals. This shall include, Chairperson, President, Medical Director, Secretary, at least one (1) officer of the Michigan Conference of Seventh-day Adventists or their designee and at least one (1) member of the local Seventh-day Adventist Church in the clinic district. The conference and church representatives are recommended by their respective entities and submitted to the Board of Directors for approval.
- IX. Terms:** All directors shall be elected to serve a three-year term to coincide with the fiscal year as much as possible. The term may be extended until a successor has been elected. There is no limit to terms a director may serve. No more than 33% of the board of directors can be changed in any given year except by resignation. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

One-third of the initial board of directors will have a one (1) year term. One-third of the initial board of directors will have a two (2) year term. One-third of the initial board of directors will have a three (3) year term.

X. Qualifications and Election of Directors: In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a Seventh-day Adventist in good standing. Directors may be elected at any board meeting by a two-thirds vote of the existing board of directors.

XI. Resignation and Removal of Directors: A director may resign in writing to the chairperson or secretary at any time.

- a. A director is automatically removed if they are unable to attend at least one of the board meetings in a twelve month period unless extended for one (1) year by a majority vote of the board.
- b. A director may be removed by two-thirds vote of the board of directors.

XII. Board of Directors Meetings.

- a. Regular Meeting: The board of directors shall have a minimum of one (1) regular meeting each calendar year at times and places (virtually and/or in-person) at the discretion of the chair. All board members shall be given reasonable notice of meeting times.
- b. Special Meetings: Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. All board members shall be given reasonable notice of meeting times.
- c. In the absence of the Chairperson, the Chairperson shall designate to the greatest extent practical an Acting Chairperson.

XIII. Quorum: Voting and transaction of business shall occur with the majority (50%) of the directors present virtually or in-person.

XIV. Waiver of Notice: Whenever any notice is required to be given to any Board of Directors of the Clinic per the bylaws or Michigan law, a waiver of such notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the same, shall be deemed equivalent to the giving of such notice.

XV. Powers: Final action on the following matters require a majority of all board members:

- a. Hiring and firing the President and Medical Director
- b. To set compensation of the President and Medical Director
- c. Mergers or major partnership agreements
- d. Fill vacancies on the board of directors
- e. Amend, repeal or adopt new bylaws
- f. Appoint any other committees of the board of directors or the members of these committees

XVI. Officers:

- a. President: shall oversee the administrative operations and execute the decisions of the board.
- b. Medical Director: The Medical Director shall oversee the clinical and medical operations.
- c. Secretary: The Secretary shall be responsible for the care and keeping of corporate records, and minutes. The Secretary shall create and preserve other records deemed necessary by the Board Chairperson. The Secretary shall give all notices to meetings upon request by the individual(s) responsible for calling the meeting.
- d. Treasurer: The Treasurer shall have custody of clinic funds and shall be responsible for disbursing and accounting of all funds in accordance with standard accounting practices.
- e. Delegation: All officers shall have the power to delegate their powers to the extent allowed by law.

XVII. Indemnification

To the full extent allowed by the Michigan Nonstock Corporation Act in force as of the date of these articles, the corporation shall indemnify against liability and advance reasonable expenses to any individual who was or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because the individual is or was a director, or while a director, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The corporation may indemnify and advance reasonable expenses to an officer, employee, or agent of the corporation who is not a director to the same extent as if that person were a director. This applies as long as persons above whether directors or other agents were, in the Board's opinion, acting in good faith to benefit the corporation and its purposes.

XVIII. Amendments: Upon reasonable notice to the all the board of directors that an amendment is to be discussed and adopted by approval of a two-thirds (2/3) vote.

XIX. Dissolution: This clinic may be dissolved by vote of two-thirds (2/3) of the Board of Directors, at a meeting specifically called for that purpose and the Corporation shall be dissolved in accordance with the laws of the State of Michigan. In the event of dissolution, the title of all funds, property, and effects of whatsoever, after payment of its liabilities, shall be distributed to a local church entity and/or Michigan Conference of Seventh-day Adventists and/or to an organization that is an established entity with a tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. The distribution should be decided by two-thirds vote of the Board of Directors. The Chair or Designee of the clinic last in authority is to resolve any disputes over distribution of assets as specified herein.

XX. Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Family and Lifestyle Medicine were approved by the board of directors on **September 13, 2021** and constitute a complete copy of Articles of Incorporation of the Family and Lifestyle Medicine.

Acknowledgment of consent to appointment as registered agent

I, **Kimberly R. Azelton**, agree to be the registered agent for Family and Lifestyle Medicine as appointed herein.

Registered Agent: Kimberly R. Azelton

Date: 9/13/2021