

Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☒ Name change

Name of foundation MARVIN AND BETTY DANTO FAMILY FOUNDATION		A Employer identification number 20-3896742
Number and street (or P O box number if mail is not delivered to street address) 1700 STUTZ DRIVE #25		B Telephone number (248) 649-4770
City or town, state, and ZIP code TROY, MI 48084		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 27,896,209.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		26,133.	26,133.		STATEMENT 1
4 Dividends and interest from securities		434,080.	434,080.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		92,641.			
b Gross sales price for all assets on line 6a		92,641.			
7 Capital gain net income (from Part IV, line 2)			92,641.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		25,552,854.	552,854.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,515.	2,515.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		4,782.	4,782.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,297.	7,297.		0.
25 Contributions, gifts, grants paid		20,000.			20,000.
26 Total expenses and disbursements. Add lines 24 and 25		27,297.	7,297.		20,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		25,525,557.			
b Net investment income (if negative, enter -0-)			545,557.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

518
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		42,844.	42,844.
	2 Savings and temporary cash investments		10,868,352.	10,868,352.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	0.	14,614,361.	16,985,013.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	0.	25,525,557.	27,896,209.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	25,525,557.		
30 Total net assets or fund balances	0.	25,525,557.		
31 Total liabilities and net assets/fund balances	0.	25,525,557.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	0.
2 Enter amount from Part I, line 27a	2	25,525,557.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,525,557.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,525,557.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DIVIDENDS			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 92,641.			92,641.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			92,641.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	92,641.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	0.	0.	.000000
2008	0.	0.	.000000
2007	0.	0.	.000000
2006			
2005			

2 Total of line 1, column (d)	2	.000000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.000000
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	24,567,050.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,456.
7 Add lines 5 and 6	7	5,456.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	20,000.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,456.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	5,456.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	5,456.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	51.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,493.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 5,493. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES H DANTO Telephone no. ► 248-649-4770 Located at ► 1700 STUTZ DRIVE #25, TROY, MI ZIP+4 ► 48084			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	12,421,655.
b	Average of monthly cash balances	1b	12,519,513.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,941,168.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,941,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	374,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,567,050.
6	Minimum investment return. Enter 5% of line 5	6	1,228,353.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,228,353.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,456.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,222,897.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,222,897.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,222,897.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	20,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,456.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,544.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,222,897.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 20,000.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				20,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,202,897.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

▶

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

MARVIN AND BETTY DANTO FAMILY FOUNDATION

Employer identification number

20-3896742

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization	Employer identification number
MARVIN AND BETTY DANTO FAMILY FOUNDATION	20-3896742

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BETTY J DANTO IRREVOCABLE TRUST UTA DTD 12-13-77, AS AMENDED AND RESTATED 1700 STUTZ DRIVE #25 TROY, MI 48084	\$ 25,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

MARVIN AND BETTY DANTO FAMILY FOUNDATION

20-3896742

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
MARVIN AND BETTY DANTO FAMILY FOUNDATION	20-3896742

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY SMITH BARNEY	26,133.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26,133.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY	526,721.	92,641.	434,080.
TOTAL TO FM 990-PF, PART I, LN 4	526,721.	92,641.	434,080.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,515.	2,515.		0.
TO FORM 990-PF, PG 1, LN 16B	2,515.	2,515.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	4,762.	4,762.		0.
ANNUAL REPORT FEE	20.	20.		0.
TO FORM 990-PF, PG 1, LN 18	4,782.	4,782.		0.

FOOTNOTES

STATEMENT

5

PART XV

NONE OF THE RECIPIENTS HAVE ANY RELATIONSHIP TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR. THE PURPOSE OF EVERY CONTRIBUTION MADE IS FOR THE GENERAL PURPOSES OF THE DONEE ORGANIZATION. ALL OF THE DONEE ORGANIZATIONS ARE PUBLIC ENTITIES. NO LIMITATIONS ON THE USE OF FUNDS WERE IMPOSED.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END FUNDS -			
SPDR S&P 500ETF TRUST	COST	2,739,361.	3,269,500.
MUTUAL FUNDS -			
ALLIANCEBERNSTEIN HIGH INCOME FD	COST	1,000,000.	1,077,940.
EUROPACIFIC GROWTH FD CL A	COST	1,000,000.	1,114,259.
GOLDMAN SACHS TR SM/MID CAP GR FD	COST	1,250,000.	1,538,148.
NEUBERGER BERMAN HIGH INC BOND FD	COST	1,000,000.	1,059,642.
OPPENHEIMER DEVELOPING MKTS FD CL A	COST	1,375,000.	1,900,919.
PIMCO TOTAL RETURN FD CL A	COST	3,125,000.	3,090,816.
TEMPLETON GLOBAL BOND FD	COST	625,000.	673,573.
VAN ECK FDS GLOBAL HARD ASSETS FD	COST	1,250,000.	1,696,822.
WELLS FARGO ADV SM CAP VAL FD CL A	COST	625,000.	769,009.
WELLS FARGO ADV COM STK FUND CL A	COST	625,000.	794,385.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,614,361.	16,985,013.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	7
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN I DANTO 1700 STUTZ DRIVE #25 TROY, MI 48084	CHAIRMAN EMERITUS 0.00	0.	0.	0.
JAMES H DANTO 1700 STUTZ DRIVE #25 TROY, MI 48084	PRESIDENT/TREASURER 0.00	0.	0.	0.
JOANNE F DANTO 1700 STUTZ DRIVE #25 TROY, MI 48084	VICE PRESIDENT/SECRETARY 0.00	0.	0.	0.
GAIL E DANTO 1700 STUTZ DRIVE #25 TROY, MI 48084	VICE PRESIDENT/ASSISTANT S 0.00	0.	0.	0.
JAMES H DANTO 1700 STUTZ DRIVE #25 TROY, MI 48084	TRUSTEE 0.00	0.	0.	0.

MARVIN AND BETTY DANTO FAMILY FOUNDATION

20-3896742

JOANNE F DANTO	TRUSTEE			
1700 STUTZ DRIVE #25	0.00	0.	0.	0.
TROY, MI 48084				
GAIL E DANTO	TRUSTEE			
1700 STUTZ DRIVE #25	0.00	0.	0.	0.
TROY, MI 48084				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization MARVIN AND BETTY DANTO FAMILY FOUNDATION	Employer identification number 20-3896742
	Number, street, and room or suite no. If a P O box, see instructions 1700 STUTZ DRIVE #25	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TROY, MI 48084	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JAMES H DANTO

- The books are in the care of ►
- 1700 STUTZ DRIVE #25 - TROY, MI 48084**

Telephone No ► **248-649-4770**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	11,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	11,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions.LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1 2011)

AMENDED AND RESTATED BYLAWS
OF THE
MARVIN I. AND BETTY J. DANTO FOUNDATION
(the "Foundation")

Effective as of Sept. 1, 2009

ARTICLE I
Offices

Section 1. Location. The principal office of the Foundation in the State of Michigan shall be located in the City of Troy, County of Oakland.

Section 2. Change. The Board of Trustees (the "Board") may change the principal office of the Foundation from time to time and may establish other offices, either within or without the State of Michigan, as the business of the Foundation may require.

ARTICLE II
Membership and Membership Meetings

Section 1. Classes of Membership. The membership of the Foundation shall consist of two classes of members, (i) founding members ("Founding Members") and (ii) additional members ("Additional Members"), both of which are appointed or elected to membership as provided herein or in the Articles of Incorporation.

Section 2. Election of Members. MARVIN I. DANTO and BETTY J. DANTO shall be the sole Founding Members of the Foundation. No additional Founding Members may be appointed or elected. The initial Additional Members of the Foundation shall be JOANNE F. DANTO, JAMES H. DANTO and GAIL E. DANTO. If one of the initial Additional Members becomes unable to act as a member by reason of death, resignation, refusal or inability to so act, ARTHUR A. WEISS shall serve as his or her successor as Additional Member with the remaining initial Additional Members then serving. If thereafter one or more of the Additional Members become unable to act as a member by reason of death, resignation, refusal or inability to so act, the remaining Additional Member(s) may, but are not required to, elect an Additional Member to fill the vacancy thus created. If the last serving Additional Member becomes unable to act as a member by reason of death, resignation, refusal or inability to so act, the Board shall appoint one or more persons to serve as Additional Member(s) of the Foundation.

Section 3. Removal of Members. Founding Members of the Foundation may not be removed. Additional Members of the Foundation may be removed at any time, for cause, by a vote of a majority of the remaining Additional Members. For purposes of these Bylaws, the phrase "for cause" means (i) any action or inaction of the member involving fraud, embezzlement or theft which has a material adverse effect on the Foundation, or (ii) a determination, by a court of

competent jurisdiction or pursuant to the written certification of two licensed physicians (one of which shall be the member's attending physician, if one exists), that due to a physical or mental incapacity, the member is unable to perform his or duties as member.

Section 4. Quorum. Unless otherwise provided in this Foundation's Articles of Incorporation, the presence in person or by proxy of a majority of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Annual Meetings. The annual members' meeting shall be held at such time and on such day as the Board shall annually determine, for the purposes of electing trustees, hearing reports of the affairs of the Foundation and transacting any other business within the power of the members. If the election of trustees shall not be held on the day designated herein for an annual meeting, or at any adjournment thereof, the Board may cause the election to be held at a members' special meeting as soon thereafter as one may be conveniently called and noticed for that purpose.

Section 6. Special Meetings. Members' special meetings shall be noticed by the Secretary whenever called by the President, Board or requested by not less than one-fifth (1/5) of the members of the Foundation entitled to vote. The request shall state the purpose or purposes for which the meeting is to be called, and the business transacted at any such meeting shall be limited to the purpose or purposes stated in the notice thereof.

Section 7. Place of Meeting. The Board may specifically designate any place either within or without the State of Michigan as the place of meeting for any members' annual or special meeting. If no such designation is made or if a special meeting is called other than at the request of the Board, the place of meeting shall be the registered office of the Foundation in the State of Michigan.

Section 8. Written Notice. Notice of any members' annual meeting shall specify in writing the place, day and hour thereof and shall be given by the Secretary to each member entitled to vote thereat not less than ten (10) nor more than sixty (60) days before each such meeting. Such written notice shall constitute due, legal, and personal notice to each such member if it is given by:

- (a) delivering it to such member personally; or
- (b) sending it to the member by mail, telegraph, or other means of written communication, charges prepaid, addressed to the member at:
 - (i) the member's address as it appears on the books of the Foundation; or
 - (ii) such other address as the member may have requested in writing that the Foundation use for the purpose of giving such notice; or
- (c) electronic transmission to which a member has consented as required by the Michigan Nonprofit Corporation Act.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed to the member at any such address. Except in extraordinary circumstances where express provision is made allowable by statute, notice of any members' special meeting shall be given in the same manner as for members' annual meetings.

Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 9. Adjourned Meetings and Notice Thereof.

(a) Any members' annual or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members who are entitled to vote present in person or represented by proxy thereat; in the absence of a quorum no other business may be transacted at such meeting.

(b) A meeting may be adjourned to another time or place without giving notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 10. Voting. Founding Members shall have no voting rights. Each Additional Member shall have one vote in person or by proxy upon all questions presented for action at any meeting of the members as to which the members have the right to vote. All questions, except those regulated by statute or specifically provided for herein or in the Articles of Incorporation, shall be determined by a majority vote of the Additional Members constituting a quorum.

Section 11. Consent of Absentees. The transactions of any members' annual or special meeting, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or after the meeting, each of the members who was entitled to vote but was not present in person or by proxy signs a written waiver of notice and written consent to the holding of such meeting or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Action Without Meeting.

(a) If the Articles of Incorporation so provide, any action required or permitted to be taken at a members' annual or special meeting under any provision of the Michigan Nonprofit Corporation Act may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by

less than unanimous written consent shall be given to members who are entitled to vote, but who have not consented in writing.

(b) If the Articles of Incorporation do not contain the provision described in subsection (a) hereof, any action required or permitted to be taken at a members' meeting under any provision of the Michigan Nonprofit Corporation Act may be taken without such a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at such a meeting. Such consent shall have the same effect as a unanimous vote of members.

Section 13. Proxies. Every person entitled to vote or execute consents or dissents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed at or before the meeting at which they are intended to be used with the Secretary of the Foundation. No such proxy shall be valid after the expiration of one (1) year from the date of its execution. Any proxy duly executed shall be deemed not to have been revoked and to be in full force and effect and, in the absence of any limitation to the contrary contained in the proxy, it shall extend to all members' meetings, unless and until an instrument revoking said proxy or a duly executed proxy bearing a later date is filed with the Secretary of the Foundation. A proxy shall be deemed sufficient if it appears on its face to confer the requisite authority and is signed by the member for whom it is to be voted; no witnesses to the execution of any proxy shall be required.

Section 14. Order of Business at Annual Meeting. The order of business at the members' annual meeting or at any adjourned members' annual meeting shall be as follows:

- (a) Counting of members present in person or by proxy to determine if a quorum exists;
- (b) Reading of Notice and Proof of Mailing;
- (c) Reading of Minutes of Previous Meeting or Meetings;
- (d) Report of President;
- (e) Report of Secretary;
- (f) Report of Treasurer;
- (g) Report of Board of Trustees;
- (h) Election of trustees;
- (i) Transaction of such other business as may properly come before the meeting; and
- (j) Adjournment.

However, in the absence of any member's objection, the presiding officer at any such meeting may vary the order in his or her discretion.

Section 15. Removal of Trustees; Acceptance of Trustee Resignation. The Additional Members may remove any member of the Board at any special meeting called for that purpose or by consent in the manner set forth in the Michigan Nonprofit Corporation Act and the Additional Members may, but are not required to, elect a trustee to fill the vacancy thus created at that meeting, at any other meeting called for the purpose of filling that vacancy, or by consent.

Section 16. Inspectors of Election. Whenever any person entitled to vote at any members' meeting shall request the appointment of persons to inspect any election, the Board, prior to the meeting, or the person presiding at such meeting shall appoint not more than three (3) inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either for any election or for the decision of any questions and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

Section 17. Meeting By Telephone. Any member may participate in any meeting of the members by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. All participants shall be advised of the communications equipment. The names of the participants in the conference shall be divulged to all participants. If a member participates in a meeting pursuant to this section, he or she shall be deemed to be actually present at the meeting for all purposes.

Section 18. Additional Rights of Founding Members. Each Founding Member shall be entitled to receive notice of and attend all annual meetings and special meetings of the members described in Sections 5 and 6 of this Article II and all organization meetings, annual meetings, and special meetings of the Board described in Sections 6, 7 and 8 of Article III below, and to receive copies of any materials provided to the members or to the Board in connection therewith. A Founding Member may participate in any such meeting by a conference telephone or similar communications equipment as set forth in Section 17 of this Article II and Section 15 of Article III below.

ARTICLE III

Trustees and Meetings of the Board of Trustees

Section 1. Powers. All of the powers of this Foundation not expressly reserved to or conferred upon the members by statute, the Articles of Incorporation, or these Bylaws shall be vested in the Board of this Foundation which shall control and manage its business and affairs.

Section 2. Number of Trustees. The authorized number of trustees of this Foundation shall be at least three (3) but not more than nine (9). The number of trustees as of the date hereof shall be three (3), which may be changed from time to time by a resolution of the members.

Section 3. Election, Term of Office and Qualification of Trustees.

(a) Except as provided in Subsection (b) below, the trustees, other than those serving on the first Board (which shall be appointed as provided in the final sentence of this subsection), shall be elected at each members' annual meeting or otherwise as provided in Article II, Section 6, above. All trustees shall hold office until their respective successors are duly elected and qualified. The first Board shall be appointed by the incorporators of the Foundation and the authorized number of trustees, until determined differently by resolution of the members as provided in Section 2 above, shall be that number of trustees so appointed by the incorporators.

(b) The Articles of Incorporation or a by-law adopted by the members may provide that in lieu of annual election of all trustees the trustees be divided into two or three classes, each to be as nearly equal in number as possible. The term of office of trustees in the first class shall expire at the first annual meeting of members after their election, that of the second class shall expire at the second annual meeting after their election, and that of the third class, if any, shall expire at the third annual meeting after their election. At each annual meeting after such classification a number of trustees equal to the number of the class whose term expires at the time of the meeting shall be elected to hold office until the second succeeding annual meeting if there are two classes, or until the third succeeding annual meeting if there are three classes.

Section 4. Vacancies. A vacancy in the Board shall be deemed to exist if any of the following events occurs:

- (a) Any trustee dies;
- (b) The authorized number of trustees is greater than the number of trustees on the Board; or
- (c) At any members' meeting at which one or more trustees are to be elected, the members fail to elect the full authorized number of trustees.

Vacancies in the Board may be temporarily filled by a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee making such appointment, and each trustee so appointed shall hold office until his or her successor is elected at a members' annual or special meeting and is qualified.

Section 5. Place of Meeting. Regular Board meetings shall be held at any place within or without the State of Michigan which has been designated from time to time by resolution of a majority of the Board or by written consent of a majority of the Board given either before or after the meeting and filed with the Secretary of the Foundation. In the absence of such designation, regular meetings shall be held at the registered office of the Foundation. Any special Board meeting may be held at any place designated with the written consent of a majority of the trustees; otherwise special Board meetings shall be held at the registered office of the Foundation in the State of Michigan.

Section 6. Organization Meeting. Immediately following each members' annual meeting and each adjourned annual and members' special meeting held for the purpose of electing a new Board, the newly elected Board may hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of each such meeting need not be given and is hereby dispensed with.

Section 7. Other Regular Meetings. Board meetings may be regularly scheduled for dates, times and places as determined by the Board, and in such case notice of such meetings need not be given and is hereby dispensed with.

Section 8. Special Meetings and Notice Thereof.

(a) Special Board meetings for any purpose or purposes may be called at any time by any trustee or by the President or, if he or she is absent or unable to act, by any Vice President. The business transacted at any such meeting shall be limited to the purpose or purposes stated in the notice thereof.

(b) Written notice of the place, day, and hour of special Board meetings shall be given to each trustee and constitute due, legal, and personal notice to him or her if that notice is delivered personally to him or her or sent to him or her by mail, telegraph, or other means of written communication, charges prepaid, addressed to him or her at his or her address as it is shown upon the records of the Foundation or, if such address is not so shown on such records or is not readily ascertainable, at the place in which the regular trustees' meetings are held. If mailed or telegraphed, such notice shall be deposited in the United States Mail or delivered to the telegraph company in the place which the principal office of the Foundation in the State of Michigan is located at least forty-eight (48) hours prior to the time of holding the meeting; if mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed as set forth above.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned Board meeting need not be given to absent trustees if the time and place be fixed at the meeting adjourned provided that the meeting is not adjourned for more than thirty (30) days.

Section 10. Waiver of Notice.

(a) The attendance of a trustee at any Board meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed, or convened.

(b) The transactions of whatever kind or nature held at any trustee meeting, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice of the meeting and a written consent to holding such meeting, or a written approval of the minutes thereof. All

such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(c) In addition, any action required or permitted to be taken by the Board under the Michigan Nonprofit Corporation Act may be taken without a meeting if all members of the Board then in office consent to the action in writing or by electronic transmission as required by the Michigan Nonprofit Corporation Act. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such trustees at a duly called, noticed, and held Board meeting. Any certificate or other document filed under any provision of the Michigan Nonprofit Corporation Act which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board without a meeting and that these Bylaws authorized the trustees so to act, and such statement shall be prima facie evidence of such authority.

Section 11. Quorum. Except to adjourn the meeting as hereinafter provided, a majority of the Board without regard to the authorized number of trustees shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number be required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Adjournment. A quorum may adjourn any Board meeting to meet again at a stated place, date, and hour; however, in the absence of a quorum a majority of the trustees present at any regular or special Board meeting may adjourn from time to time until the time fixed for the next regular Board meeting.

Section 13. Fees and Compensation. By resolution of the Board, the trustees may be paid their expenses, if any, of attendance at each Board meeting and a fixed sum for attendance at each Board meeting or a stated salary as trustee. Nothing herein contained shall be construed to preclude any trustee from serving the Foundation in any other capacity as an officer, agent, employee or otherwise and receiving a separate compensation therefor.

Section 14. Presumption of Assent. A trustee who is present at any Board meeting at which action on any corporate matter is taken shall be presumed to have assented to any action taken by the Board at that meeting unless his or her dissent shall be entered in the minutes of the meeting or he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 15. Meeting By Telephone or Similar Equipment. Any trustee may participate in any meeting of the trustees by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. All participants shall be advised of the communications equipment. The names of the participants in the conference

shall be divulged to all participants. If a trustee participates in a meeting pursuant to this section, he or she shall be deemed to be actually present at the meeting for all purposes.

Section 16. Executive Committees.

(a) The Board, by resolution passed by a majority of the whole Board, may provide for an Executive Committee by appointing two (2) or more members thereto, each of whom shall be a trustee and who shall serve during the pleasure of the Board. Unless one of the members shall have been designated as Chairman of the Board, the Executive Committee shall elect a Chairman from its own members. Except as provided herein or otherwise by resolution of the Board, the Executive Committee during the intervals between Board meetings shall possess and may exercise all of the powers of the Board in the management of the business and affairs of the Foundation. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions taken by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision and alteration by the Board, except that no rights of third persons created in reliance thereon shall be affected by any such revision or alteration. Vacancies in the Executive Committee shall be filled by the Board.

(b) Subject to provisions of these Bylaws, the Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules, by resolution of the Board, or at the call of the President or Secretary of the Foundation or of any two (2) members of the committee. Unless otherwise provided by such rules, the provisions of the Bylaws relating to the notice required to be given to trustees shall apply to all meetings of the Executive Committee. A majority of the Executive Committee shall be necessary to constitute a quorum.

Section 17. Other Committees. The Board may by resolution provide for such other standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties not inconsistent with law, as may be assigned to it by the Board. If provision be made for any such committee, the members thereof shall be appointed by the Board, shall consist of one or more members of the Board and shall serve during the pleasure of the Board. Vacancies in such committees shall be filled by the Board.

ARTICLE IV
Officers

Section 1. Officers. The officers of the Foundation shall be a Chairman of the Board, a President, a Secretary, and a Treasurer. The Foundation also may have, in the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. One person may hold two or more offices. Except as provided in Section 3 of Article VI, no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election. The officers of the Foundation shall be chosen by the Board, and each shall hold his or her office until he or she shall resign, until he or she shall be removed or otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

Section 3. Subordinate Officers and Agents. The Board may appoint such other officers and agents as the business of the Foundation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these Bylaws or as the Board may determine from time to time.

Section 4. Removal and Resignation. Any officer or agent may be removed by a majority of the whole Board at the time in office at any regular or special Board meeting.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairman of the Board. The Chairman of the Board shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Section 7. President. Subject to such powers and duties as may be given to the Chairman of the Board by the Board or prescribed by these Bylaws, the President shall be the chief executive officer of the Foundation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Foundation. He or she shall preside at all members' meetings and, in the absence of the Chairman of the Board or if there be no such Chairman, at all Board meetings. He or she shall be ex officio a member of all the standing committees, including the executive committee, if any, shall have the general powers and duties of management usually vested in the office of President of a corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Vice Presidents. In the event of the President's absence or disability, the Vice Presidents, if more than one, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board shall perform all the duties of and shall be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed for them respectively by the Board or these Bylaws.

Section 9. Secretary.

(a) The Secretary shall attend all members' meetings and all Board meetings and shall keep or cause to be kept, in his or her custody at the principal or registered office of the Foundation in the State of Michigan or such other place as the Board may order, a book recording the minutes of all Board and members' meetings setting forth: the place, date, and hour of holding; whether regular or special, and, if special, how authorized; the notice thereof given; the names of those present at Board meetings; and the proceedings thereof.

(b) The Secretary shall keep or cause to be kept at the registered office of the Foundation in the State of Michigan or at the office of the Foundation's transfer agent, a list showing the names of the members and their addresses.

(c) The Secretary shall keep in safe custody the seal of the Foundation and, when authorized by the Board, affix the same or cause the same to be affixed to any instrument requiring it; when so affixed, the seal shall be attested by his or her signature or by the signature of the Treasurer or the Assistant Secretary. The Secretary shall perform such other duties and have such other authorities as are delegated to him or her by the Board.

(d) The Secretary shall give or cause to be given notice of all Board and members' meetings required by these Bylaws or by law.

Section 10. Assistant Secretaries. In the event of the Secretary's absence or disability, any Assistant Secretary shall act as Secretary in all respects. The Assistant Secretaries shall exercise such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the President, the Secretary, or these Bylaws.

Section 11. The Treasurer.

(a) The Treasurer shall, subject to the direction of the Board, have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation.

(b) The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Foundation with such depositaries as may be designated by the Board; shall disburse the funds of the Foundation as may be ordered by the Board; shall render to the President and the Board, whenever either requests it, an account of all of his or her transactions as Treasurer and of the financial condition of the Foundation; and shall have such other powers and authority incident to the office of Treasurer and shall perform such other duties as may be prescribed by the Board or these Bylaws.

Section 12. Assistant Treasurers. In the event of the Treasurer's absence or disability, the Assistant Treasurer shall act as Treasurer in all respects. The Assistant Treasurer shall exercise

such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board, the President, the Treasurer, or these Bylaws.

Section 13. Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board.

ARTICLE V

Miscellaneous

Section 1. Annual Report. The Foundation shall cause a financial report of the Foundation for the preceding fiscal year to be made and distributed to each member thereof within four (4) months after the end of the fiscal year, or on or before one (1) week prior to the members' annual meeting, whichever first occurs. The report shall include the Foundation's year-end balance sheet and, if prepared by the Foundation, its statement of source and application of funds.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, trustee, or member of the Foundation shall be made or permitted.

Section 3. Representation of Shares of Other Corporations. The President or by a proxy appointed by him or her; or, in the absence of the President and his or her proxy, the Treasurer or by a proxy appointed by him or her; or, in the absence of both the President and the Treasurer and their proxies, the Secretary or by a proxy appointed by him or her are authorized in that order to vote, represent, and exercise on behalf of this Foundation all rights incident to any and all shares of other corporations standing in the name of this Foundation. The Board, however, may by resolution appoint some other person to vote such shares.

Section 4. Indemnification.

(a) Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended (the "Code") or cause the Foundation to lose its tax exempt status under the Code, the Foundation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a trustee, officer, employee, non-trustee volunteer or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, non-trustee volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,

settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Provided such action will not violate any applicable provision of the Code or cause the Foundation to lose its tax exempt status under the Code, the Foundation shall have power to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee, non-trustee volunteer or agent of the Foundation, or is or was serving at the request of the Foundation, as a trustee, officer, employee, non-trustee volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Indemnification against expenses:

(1) to the extent that a trustee, officer, employee, non-trustee volunteer or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Subsections (a) and (b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(2) any indemnification under Subsections (a) and (b) above (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, non-trustee volunteer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Subsections (a) and (b). Such determination shall be made in either of the following ways:

(i) by the board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding.

(ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs by independent legal counsel in a written opinion.

(iii) by the members.

(3) If a person is entitled to indemnification under Subsection (a) or (b) for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Foundation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

(d) Expenses incurred in defending a civil or criminal action, suit or proceeding described in Subsections (b) or (c) above may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (2) of Subsection (c) upon receipt of an undertaking by or on behalf of the trustee, officer, employee, non-trustee volunteer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation, provided such action will not violate any applicable provision of the Code, or cause the Foundation to lose its tax exempt status under the Code.

(e) Nonexclusivity:

(1) The indemnification or advancement of expenses provided under Subsections (a) to (d) is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(2) The indemnification provided for in Subsections (a) to (e) continues as to a person who ceases to be a trustee, officer, employee, non-trustee volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

(f) The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, non-trustee volunteer or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, non-trustee volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under Subsections (a) to (e).

ARTICLE VI
Execution of Instruments

Section 1. **Bank Accounts.** Each bank account of the Foundation shall be established and continued only by order of the Board.

Section 2. **Checks, Etc.** All checks, drafts, and orders for the payment of money shall be signed in the name of the Foundation in such manner and by such officers or agents as the Board shall from time to time designate for that purpose. No check or other instrument for the payment of money to the Foundation shall be endorsed otherwise than for deposit to the credit of the Foundation. All checks of the Foundation shall be drawn to the order of the payee.

Section 3. **Contracts, Conveyances, Etc.**

(a) When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chairman of the Board, the President or any Vice President and the Secretary or Treasurer may execute the same in the name and on behalf of this Foundation and may affix the corporate seal thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Foundation in more than one capacity.

(b) Notwithstanding anything contained herein to the contrary, no officer, employee, non-trustee volunteer or agent of this Foundation shall have the authority to disburse monies or other property to other persons, to obligate the Foundation to do or perform any act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of this Foundation other than in the ordinary course of business unless he or she shall have previously obtained the approval of the Board and unless such approval or ratification shall appear in the minutes of this Foundation.

ARTICLE VII
Right of Inspection

Section 1. **Inspection of Bylaws.** The Foundation shall keep in its registered or principal office the original or a copy of these Bylaws and the Articles of Incorporation as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all members during regular business hours.

Section 2. **Inspection of Records.** A person who is a member of record of the Foundation, upon at least ten (10) days' written demand may examine for any proper purpose in person or by agent or attorney, during usual business hours, its minutes of members' meetings and record of members' and make extracts therefrom, at the places where the said records are kept.

ARTICLE VIII

Fiscal Year

The Foundation's fiscal year shall be determined by the Board.

ARTICLE IX

Seal

The Foundation may have a seal which shall have inscribed thereon the name of the Foundation, the state of incorporation, and the words "Corporate Seal." The seal may be used by causing it or a facsimile to be imprinted, affixed, reproduced, or otherwise.

ARTICLE X

Dissolution

In the event of the dissolution, winding up, or other liquidation of the Foundation, after provision has been made for the payment of all of the liabilities of the Foundation, all of the assets of the Foundation shall be disposed of exclusively for the purposes of the Foundation 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 Code (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or corporation organized for profit, or to any member, contributor, private individual, trustee or officer of this Foundation. Any assets of the Foundation not disposed of under the previous sentence shall be distributed for public purposes by a court having jurisdiction over the Foundation.

ARTICLE XI

Amendments

These Bylaws may be added to, altered, amended, or repealed:

(1) By written consent of all the trustees then in office, or by the vote of not less than two-thirds (2/3) of the trustees then in office at any regular or special meeting, if written notice of the proposed addition, alteration, amendment, or repeal shall have been given to each trustee at least five (5) days before the meeting or waived in writing, except that Article II and Article XI may not be amended or repealed by the Board; or

(2) By written consent of a majority of the members entitled to vote or by the majority vote of the members constituting a quorum at any annual or special meeting if notice of the proposed addition, alteration, amendment, or repeal shall have been included in the notice of such meeting or waived in writing.

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

MARVIN AND BETTY DANTO FAMILY FOUNDATION

ID NUMBER: 789519

received by facsimile transmission on June 9, 2010 is hereby endorsed

Filed on June 10, 2010 by the Administrator.

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



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
In the City of Lansing, this 10TH day
of June, 2010.*

Director

JUN-10-2010 09:31
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P.03/04
PAGE 3 OF 4
PAGE 3 OF 5

DCS-00616 (Rev. 04/09)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after receipted date is stated in the document.
Name Susan R. McMaster c/o Jaffe Reilly	
Address 27777 Franklin Road, Suite 2500	
City Southfield, MI	State MI
ZIP Code 48034	
<input type="checkbox"/> Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.	
EFFECTIVE DATE:	

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Marvin I. and Betty J. Danto Foundation
2. The Identification number assigned by the Bureau is:	789519
3. Article <u>I</u> of the Articles of Incorporation is hereby amended to read as follows: The name of the corporation is: Marvin and Betty Danto Family Foundation.	

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of
May, 2010, by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- ☒ members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of all directors pursuant to Section 625 of the Act.

Nonprofit Corporations

Signed this 8TH day of June, 2010

By James H. Danto
(Signature of President, Vice President, Chairman or Vice-Chairperson)

James H. Danto, President
(Type or Print Name) (Type or Print Title)