

## **Exhibit A**

### **3. The Articles of Incorporation are hereby amended to read as follows:**

**Article I. The name of the corporation is:** Michigan Association for Gifted Children

**Article II. The purpose or purposes for which the corporation is formed are as follows:**

The Michigan Association for Gifted Children is dedicated to providing leadership, advocacy, and support of differentiated education and services for the purpose of meeting the unique needs of gifted, talented, and creative students in public and private schools, colleges and universities, and other settings in Michigan under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now or hereafter amended. The Corporation shall not discriminate on the basis of age, race, color, national or ethnic origin, handicap or condition, or sexual orientation in administering its policies and programs.

**Article V (b). The amount of assets which said corporation possesses is:**

**Real property:** None.

**Personal property:** None.

**Said corporation is to be financed under the following general plan:** The funds of this corporation shall be obtained from donations, contributions, subscriptions and membership fees. The classes of membership are set forth in the bylaws of the corporation. The Board of Directors, at a meeting where quorum is present and as the Board of Directors determines is necessary, shall determine annual dues by a majority vote.

**Article X. Indemnification:**

(a) As permitted by MCL 450.2209 as it now exists or as may hereafter be amended, the corporation indemnifies a volunteer director or volunteer officer to the corporation, its shareholders, and/or its members, and eliminates the personal liability of the same, for monetary damages for a breach of the director's or officer's fiduciary duty. The provision does not eliminate or limit the liability of a director or officer for any of the following:

- (i) A breach of the director's or officer's duty of loyalty to the corporation, its shareholders, or its members.
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (iii) A violation of section MCL 450.2551(1) as it now exists or as may hereafter be amended.

(iv) A transaction from which the director or officer derived an improper personal benefit.

(v) An act or omission occurring before the effective date of the provision granting limited liability.

(vi) An act or omission that is grossly negligent.

(b) The corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after the date of the adoption of amendment to the Articles of Incorporation which includes Article X, and which acts or omissions are incurred in the good faith performance of the volunteer director's duties.

(c) The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the date of the adoption of amendment to the Articles of Incorporation which includes Article X if all of the following are met:

(i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(ii) The volunteer was acting in good faith.

(iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(iv) The volunteer's conduct was not an intentional tort.

(v) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.