

GENERAL MOTORS INSTITUTE

ARTICLES OF ASSOCIATION

As Amended Through
December 1, 1960

Dated April 27, 1927, filed April 28, 1927.

Amended December 7, 1928, filed January 4, 1929
(January 10, 1929).

Amended December 19, 1935, filed January 8, 1936.

Amended May 3, 1957, filed May 15, 1957 (May 22, 1957).

We, the undersigned, desiring to become incorporated under the provisions of Act Number 84 of the Public Acts of Michigan for 1921, providing for the "Organization, Regulation and Classification of Domestic Corporations," etc., do hereby make, execute and adopt the following Articles of Association, to-wit:

ARTICLE I

The name or title by which said corporation is to be known in law is GENERAL MOTORS INSTITUTE.

ARTICLE II

The Institute shall be a non-profit, educational,

stock corporation, under Sections 2 and 4, Chapter 1, Part 1 of Act 84 of the Public Acts of 1921 (Sections 117 and 170 of Act 327 of the Public Acts of 1931, as amended; Sections 118 and 171 of Title 21 of Michigan Statutes, Chapter 195, General Corporation Act, as amended).

ARTICLE III

The purposes and powers of the Institute, in addition to the powers set forth in Section 10 of Act 327 of the Public Acts of 1931, as amended, are as follows:

To establish and conduct an educational institution where students may be taught such branches of useful knowledge as shall fit them for occupations requiring applied knowledge of the Arts and Sciences.

To impart instruction and conduct examinations in scientific and cultural subjects, including all branches of mechanical trades, chemical, civil, electrical, industrial, mechanical, metallurgical, nuclear, and all other fields of engineering; all departments of pure science; organization, management, business administration, economics, finance, sales and distribution; and all other branches, fields and departments of human knowledge.

To award, grant and confer academic certificates, diplomas, degrees, and honors.

To do all and every lawful thing necessary, suitable or convenient for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers, aforesaid.

ARTICLE IV

The principal office or place of business shall be at the city of Flint, Michigan, in the county of Genesee.

ARTICLE V

The authorized capital of the Institute shall be One Million Dollars (\$1,000,000), divided into ten thousand (10,000) shares, all of the same class, each of One Hundred Dollars (\$100) par value. All the said capital of One Million Dollars (\$1,000,000) is fully paid in in real and personal property.

ARTICLE VI

The term of existence of this proposed corporation is fixed at thirty (30) years from the date of these Articles.

(Extended March 29, 1957 to
April 28, 1987.)

ARTICLE VII

The incorporating members of the Association are as follows:

<u>Name</u>	<u>Address</u>
Jay H. French	Flint, Michigan
Stephen J. Kaiser	Flint, Michigan
Clyde F. Wait	Flint, Michigan
Edward T. Strong	Flint, Michigan
Herbert F. Dougherty	Detroit, Michigan
J. Brook Jackson	Detroit, Michigan
Charles F. Barth	Flint, Michigan

ARTICLE VIII

The names and addresses of the officers, directors or trustees to be known as Regents, for the first year, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Edward T. Strong	President and Chairman of Board of Regents	Flint, Michigan
Charles F. Barth	Vice President and Regent	Flint, Michigan
Clyde F. Wait	Secretary and Treasurer and Regent	Flint, Michigan

Jay H. French	Regent	Flint, Michigan
Stephen J. Kaiser	Regent	Flint, Michigan
Norbert F. Dougherty	Regent	Detroit, Michigan
J. Brook Jackson	Regent	Detroit, Michigan

ARTICLE IX

The business of the corporation shall be managed by a board of not less than seven nor more than forty directors who shall be designated and known as Regents.

ARTICLE X

Neither stockholders nor Regents nor the property of either shall under any circumstances be liable for debts of the corporation.

ARTICLE XI

The educational system of the Institute is the conducting of full-time, part-time, cooperative and extension courses and training of college, university, and professional levels, and other applied training in any and all subjects related directly or indirectly to engineering, manufacturing, distribution, and business administration and other fields of knowledge.

The character of the degrees, honors, diplomas and certificates which it grants is that customarily awarded for like achievement by American colleges and universities.

The teaching staff of the Institute is organized as a single faculty, the name of which is Faculty of General Motors Institute.

IN WITNESS WHEREOF, we, the parties designated, as provided by law, the parties associating as shown under Article VII of these Articles, for the purpose of giving legal effect to these Articles, herunto sign our names this 27th day of April, 1927.

Jay H. French
Stephen J. Kaiser
E. T. Strong
Clyde F. Wait
N. F. Dougherty
C. F. Barth
J. B. Jackson

STATE OF MICHIGAN }
COUNTY OF WAYNE } ss.

On this 27th day of April A. D., 1927, before me,

a Notary Public in and for said County, personally appeared:
Jay H. French, Stephen J. Kaiser, Clyde Wait, Edward T.
Strong, Norbert P. Dougherty, J. Brock Jackson, Charles F.
Earth, known to me to be the persons named in, and who exe-
cuted the foregoing instrument, and severally acknowledged
that they executed the same freely and for the intents and
purposes therein mentioned.

Warren E. Talcott

Notary Public,
Wayne County, Michigan

My commission expires July 31, 1929.

STATE OF MICHIGAN
MICHIGAN DEPARTMENT OF TREASURY
CORPORATION DIVISION
LANSING, MICHIGAN

DO NOT WRITE IN SPACE BELOW — FOR DEPARTMENT USE

Date Received:	Compared by:	<p style="text-align: center;">FILED</p> <p style="text-align: center;">SEP 29 1967</p> <p>This is to certify this certificate to be a true copy of the original on file in this office.</p> <p style="text-align: center;"><i>Oliver Shuman</i> STATE TREASURER</p> <p style="text-align: center;">MICHIGAN DEPARTMENT OF TREASURY</p>
	NR	
	Date:	
	SEP 29 1967	
	Examined:	

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

GENERAL MOTORS INSTITUTE

(Corporate Name) c/o The Corporation Company,
 a Michigan corporation, whose registered office is located at Dime Building, 719 Griswold Street
Detroit Wayne Michigan 48226
 (City) (County) (No.) (Street) (Zip Code)

certifies pursuant to the provisions of Section 43 of Act No. 327 of the Public Acts of 1931, as amended, that at a meeting of the shareholders of said corporation called for the purpose of amending the articles of incorporation, and held on the 2nd day of August, 1967,

it was resolved by the vote of the holders of a majority of the shares of each class entitled to vote and by a majority of the shares of each class whose rights, privileges or preferences are changed that Article No. VI and IX of the Articles of Incorporation is amended to read as follows, viz.:

ARTICLE VI

(Any article being amended is required to be set forth in its entirety.)

The term of existence of this proposed corporation shall be perpetual.

ARTICLE IX

The business of the corporation shall be managed by a board of directors who shall be designated and known as Regents. The number, not less than three, and the qualifications of the Regents shall be as prescribed in the By-Laws.

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU
CORPORATION DIVISION
LANSING, MICHIGAN

TRUE COPY
MICHIGAN DEPARTMENT
OF COMMERCE

(THIS IS A PART OF THE ATTACHED CORPORATE DOCUMENT AND SHOULD NOT BE DETACHED)

DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
Date Received: AUG - 8 1975	<p style="text-align: center;">FILED Michigan Department of Commerce AUG 13 1975 <i>Robert A. F. [Signature]</i> DIRECTOR</p>
NAME OF CORPORATION: General Motors Institute	
CORPORATE DOCUMENT: Certificate of Amendment	

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GENERAL MOTORS INSTITUTE

The undersigned corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to the provisions of Section 631, Act 284, Public Acts of 1972:

1. The name of the corporation is General Motors Institute.

The location of the registered office is 615 Griswold Street, Detroit, Michigan 48226.

2. The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation in accordance with Subsection (2) of Section 611, Act 284, Public Acts of 1972, on the 4th day of August, 1975.

Resolved, that Articles IX, X, and XI of the Articles of Incorporation be amended to read as follows:

Article IX

The business of the corporation shall be managed by a board of trustees. The number of trustees, not less than three, shall be determined as prescribed in the bylaws.

Article X

Neither stockholders nor trustees nor the property of either shall under any circumstances be liable for debts of the corporation.

Article XI

The education system of the Institute is the conducting of full-time, part-time, cooperative and extension courses and training of college, university, and professional levels, and other applied training in any and all subjects related directly or indirectly to engineering, manufacturing, distribution, and business administration and other fields of knowledge.

The character of the degrees, honors, diplomas and certificates which it grants is that customarily awarded for like achievement by American colleges and universities.

The teaching staff of the Institute shall be popularly known as faculty of General Motors Institute.

3. The necessary number of shares as required by statute were voted in favor of the amendment.

Dated this 4th day of August, 1975.

GENERAL MOTORS INSTITUTE

By Stephen H. Fuller
Vice Chairman
Stephen H. Fuller

GENERAL MOTORS INSTITUTE
BY-LAWS

AMENDED TO
8-4-75

GENERAL MOTORS INSTITUTE

BYLAWS

ARTICLE I

Offices

Section 1. The registered office of the Corporation shall be in Detroit, Michigan. The Corporation may also have other offices without as well as within the State of Michigan.

Section 2. The books of the Corporation may be kept in or outside the State of Michigan and meetings of the stockholders and of the board of trustees may be held in or outside of the State of Michigan.

ARTICLE II

Stockholders

Section 1. Unless the board of trustees shall appoint a different time and/or place, the annual meeting of the stockholders for the election of directors and for the transaction of such other business as properly may come before such meeting shall be held at General Motors Institute, Flint, Michigan, at nine o'clock in the forenoon of the second Friday following the first Monday in March of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding weekday not a legal holiday.

Section 2. Special meetings of the stockholders for any purposes may be called at any time by the board of trustees or by any two or more trustees or officers, and shall be called by the secretary at the request, in writing, of the holders of record of at least thirty per centum of the issued outstanding stock of the Corporation entitled to vote.

Section 3. Written notice of each meeting of stockholders, stating the time, place and purpose thereof, shall be signed by the secretary or an assistant secretary and sent not less than 10 nor more than 60 days before the date of such meeting to stockholders entitled to vote thereat unless waived.

Section 4. The presence at any meeting, in person or by proxy, of the holders of record of a majority of the shares then issued and outstanding and entitled to vote shall constitute a quorum for the transaction of business.

ARTICLE III

Board of Trustees

Section 1. The business and affairs of the Corporation shall be managed by or under the direction of a board of trustees. The number of trustees shall be determined from time to time by resolution of the board of trustees, but the total number of trustees shall not be less than seven or more than twenty. Each trustee shall hold office until the next annual election of trustees and until his successor is elected and qualified, or until his earlier resignation or removal.

Section 2. A regular meeting of the board of trustees may be held without notice immediately after

and at the same place as the annual meeting of the stockholders. Other regular meetings of the board of trustees may be held without notice at such places and times as the board of trustees may from time to time determine.

Section 3. Special meetings of the board of trustees for any purpose may be called at any time by two or more trustees or by the chairman of the board of trustees or the secretary. If notice of the time, place and purpose thereof is written, it shall be signed by the secretary or an assistant secretary and sent not less than three days before the date of such meeting to each trustee, and if such notice is in person or by telephone, telegraph or similar device, it shall be communicated not less than 24 hours before the time of such meeting to each trustee, unless waived.

Section 4. One-third of the total-number of trustees, as fixed from time to time by resolution of the board of trustees, shall constitute a quorum.

ARTICLE IV

Committees of the Board of Trustees

The board of trustees may designate one or more committees, each committee to consist of two or more of the trustees of the corporation, which, to the extent provided by the board of trustees, shall have and may exercise the powers of the board of trustees in the management of the business and affairs of the Corporation. Such committees shall keep regular minutes of their proceedings and report the same to the board of trustees when required.

ARTICLE V

Officers

Section 1. The officers of the Corporation shall be elected annually by the board of trustees and shall hold office until their successors are elected or until their earlier resignation or removal. There shall be a chairman of the board of trustees, who shall be a trustee and chief executive-officer; a president, who shall be a trustee and director of the schools conducted by the Corporation; a treasurer; a secretary and a general counsel. There may also be one or more vice chairmen of the board of trustees (who shall be trustees), one or more vice presidents, a comptroller and other officers and assistant treasurers, assistant secretaries and assistant comptrollers and other assistant officers, as the board of trustees may find of benefit to the Corporation.

Section 2. The powers and duties of the several officers and any assistant officers shall be as provided from time to time by resolution of the board of trustees. In the absence of such provisions, the respective officers and assistant officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers and assistant officers of other corporations.

Section 3. The board of trustees, or an officer, assistant officer, or bank relations committee having at least one officer or assistant officer as a member duly designated by it, shall determine who shall be authorized on the Corporation's behalf to open and close bank accounts and sign checks drawn on the Corporation's accounts.

ARTICLE VI

Regents

The board of trustees may, from time to time, appoint persons to serve as regents. The regents shall collectively advise the board of trustees in such matters as the board of trustees shall determine, and shall otherwise conduct themselves in a manner to further the purposes and activities of the Corporation.

ARTICLE VII

Stock Certificates

Certificates of stock in form approved by the board of trustees shall be issued by the Corporation to the holders of the stock of the Corporation, and shall be transferred on surrender of certificates therefor properly endorsed.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year ending December 31.

ARTICLE IX

Amendments

These bylaws may be amended by the board of trustees or by the stockholders at any meeting thereof.