

LANSING MAKERS NETWORK

2400 West St. Joseph Street, Ste. F
Lansing, Michigan 48917

NOTICE OF SPECIAL MEETING OF MEMBERS To Be Held on October 2, 2018

Dear Member:

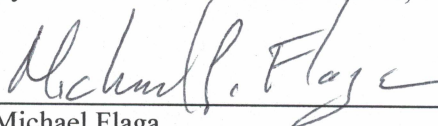
Notice is hereby given that on October 2nd, 2018, at 7:00 p.m., EDT, Lansing Makers Network, a Michigan nonprofit corporation ("LMN"), will hold a special meeting of its members (the "special meeting") at 2400 West St. Joseph Street, Lansing, Michigan 48917, for the following purposes:

1. To consider and vote upon a proposal to adopt Restated Articles of Incorporation to provide that the corporation is organized on a Directorship basis. Currently, LMN is organized on a Membership basis; and
2. Contingent on whether the above proposal is adopted, to consider and vote upon a proposal to revoke the current Bylaws of LMN in anticipation that the Board of Directors shall adopt new Bylaws to reflect the status of LMN as organized on a Directorship basis; and
3. To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

The proposal to adopt Restated Articles of Incorporation is described more fully in the information statement of which this notice forms a part. **Please give your careful attention to all of the information in the accompanying information statement.**

Only holders of record of current LMN memberships, or their proxies, can vote at the special meeting or any adjournment or postponement of the special meeting. Approval of the proposed Restated Articles of Incorporation requires the affirmative vote of the holders of a majority (2/3rds) of the LMN membership interests. The list of members entitled to vote at the special meeting is available, upon request, at LMN's principal office, at 2400 West St. Joseph Street, Suite F, Lansing, Michigan 48917, for examination by any LMN member.

By Order of the Board of Directors,



Michael Flaga
Corporate Secretary

August 22nd, 2018

LANSING MAKERS NETWORK

2400 West St. Joseph Street, Ste. F
Lansing, Michigan 48917

INFORMATION STATEMENT FOR SPECIAL MEETING OF MEMBERS OF LANSING MAKERS NETWORK To Be Held on October 2nd, 2018

The proposed Restated Articles of Incorporation is attached as Exhibit A to this information statement. The current Articles of Incorporation are attached as Exhibit B to this information statement.

Special Meeting of LMN Members

Time, Date and Place. A special meeting of our shareholders will be held on October, 2nd, 2018, at 2400 West St. Joseph Street, Lansing, Michigan 48917 at 7:00 p.m., local time, to consider and vote upon a proposal to approve the proposed Restated Articles of Incorporation in which the organization of the corporation is changed from a membership basis to a directorship basis.

Voting Power. As a member of LMN, you are entitled to vote at the special meeting. You will have one vote at the special meeting. There are _____ total members of our corporation.

Required Quorum and Votes. Under our bylaws, the holders of at least one-half (1/2) of our member interests must be present, in person or by proxy, at the special meeting for a quorum to be present. The proposal to approve the Restated Articles of Incorporation requires the affirmative vote of two-thirds (2/3rds) of the member interests. The proposal to revoke the current Bylaws requires the affirmative vote of two-thirds (2/3rds) of the member interests.

The Proposed Restated Articles of Incorporation

Description of the Restated Articles of Incorporation. If the proposed Restated Articles of Incorporation are approved, the corporation's organization will change from being organized on a membership basis to being organized on a directorship basis. A copy of the proposed Restated Articles of Incorporation is attached as Exhibit A. Also attached as Exhibit B is a copy of the current Articles of Incorporation. Please note Article III in each set of Articles in which it says, "The corporation is formed on a _____ basis."
(membership or directorship)

Revocation of current Bylaws. If the proposed Restated Articles of Incorporation are adopted, then the current Bylaws will be inconsistent with the new Restated Articles because those Bylaws are for a corporation organized on a membership basis. The current Bylaws provide that any change to the Bylaws affecting a modification of members' rights must be approved by the members. The Bylaws need to be consistent with the Restated Articles of Incorporation by including provisions for a corporation organized on a directorship basis. First, though, the current Bylaws would need to be revoked by the members. After the Restated Articles are adopted and the current Bylaws are revoked, then the directors could adopt new Bylaws.

The intention for this change is to centralize management of Lansing Makers Network to allow it to better address issues and support the company's mission and vision. Current management believes that the change will improve the diversity of ideas and skills on the Board of Directors by encouraging participation by individuals who are skilled in certain areas of expertise, such as community outreach and fundraising, but who are not interested in making personal use of our facilities.

The Board remains committed to the concerns of those who use the LMN facilities. It will be available to members who have concerns or who have ideas for improvement. It is responsible for the organization's assets and must ensure that LMN is well managed and fiscally sound. It must maintain the legal and ethical accountability of its staff and volunteers. The Board members must actively participate in organizational planning and decision-making and make sound and informed judgments. It must put the interests of LMN ahead of personal or professional concerns, and it must avoid potential conflicts of interest. The Board must also ensure that LMN complies with federal, state and local laws and regulations, continues to maintain its 501(c)(3) status, and is committed to its vision and mission.

The Board remains committed to LMN's members, mission and vision. It will continue to be responsive to the needs of its members. It also desires to provide leadership so that LMN may flourish. It believes this proposed change will allow it to do so.

Other Matters

As of the date of this information statement, we know of no matters that will be presented for consideration at the special meeting other than as described in this information statement.

Sincerely,

The Board of Directors

Brian Adams
Jody Applegate
Clifford Bohm
Joe Carr
Michael Flaga
Joe Zimmerman

2400 W. St Joseph St., Ste F
Lansing, MI 48917

PROXY

I, the undersigned, being the holder of one membership interest in Lansing Maker Network, a Michigan nonprofit corporation, hereby authorize and appoint _____, whose address is _____, in my name, place and stead, to be my proxy and to represent me on all issues to be discussed and voted upon at the Special Meeting of the Members to be held on October 2nd, 2018. The above-named individual is authorized to vote on my behalf on the issues submitted to a vote at this meeting, or in the event a quorum shall fail to attend, at such time and place as the adjourned meeting shall be resumed.

Dated: _____

Signature: _____

Print name: _____
Member

EXHIBIT A
PROPOSED
RESTATED ARTICLES OF ORGANIZATION

[See attached]



**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	AC1	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		

Name JAMES F. ANDERTON, V, ESQ.		
Address 124 WEST ALLEGAN STREET, SUITE 700		
City LANSING	State MI	ZIP Code 48933

EFFECTIVE DATE:

**Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.**

**RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)**

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1.	The present name of the corporation is:		Lansing Makers Network
2.	The identification number assigned by the Bureau is:	800933512	
3.	All former names of the corporation are:		
4.	The date of filing the original Articles of Incorporation was:	March 14, 2012	

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:	Lansing Makers Network
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ARTICLE II

The purpose or purposes for which the corporation is formed are:
 The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
 The specific purposes shall be to: maintain shared workspace, tools, storage, and other resources for use by individuals on projects related to art, science, and technology to facilitate individual's personal growth in these fields, and encourage individuals to share their projects for the betterment of society; actively engage the local community through educational talks, classes and workshops on topics related to art, science, and technology, including training on the use and safety of shared tools; develop, support the development of, and provide resources for the development of free and open source software, hardware, and media for the benefit of society, encourage the environmentally responsible use, reuse, and

repair of technology, through education and research; cultivate local entrepreneurship in the fields of art, science, and technology; encourage the exchange of knowledge on local, national, and global levels through conferences, collaborative projects, and other activities; create and perpetuate a community and culture to support the purposes of the corporation; and to conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

ARTICLE III

1. The corporation is formed on a _____ nonstock _____ basis.
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that the corporation has authority to issue is _____ . If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

- 3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

Membership dues, grants, and donations
- 3b. The corporation is formed on a _____ directorship _____ basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: _____ Brian Adams _____

2. The address of the registered office is:
2400 W. St. Joseph Street, Ste. F _____, Michigan 48917
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article VI

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII

Except as prohibited by law, volunteer directors or volunteer officers to the corporation, or its members, are not personally liable for monetary damages for a breach of the director's or officer's fiduciary duty.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). **DO NOT COMPLETE BOTH.**

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this _____ day of _____, _____

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, 2018 _____, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to section 525 of the Act as the corporation is formed on a directorship basis.

were duly adopted by the written consent of the shareholders, members, or their proxies having not less than the minimum number of votes required by statute in accordance with section 407 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 shareholders, members, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this _____ day of _____, 2018 _____

By _____
(Signature of Authorized Officer or Agent)

Brian Adams, President
(Type or Print Name) (Type or Print Title)

Preparer's Name James F. Anderton, V, Esq.

Business Telephone Number (517) 482-2400

INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.
Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If the restated articles of incorporation change the term of existence to a specific date or restates to become a corporation governed by the business corporation act, 1972 PA 284, or another domestic or foreign business entity, then consent to the restated articles of incorporation or a written statement that the consent is not required must be obtained from the Attorney General's Office and submitted with this document for all nonprofit charitable purpose corporations, unless organized for religious purposes. Contact the Charitable Trust Section, Licensing and Regulation Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 373-1152. Application for the consent should be made at least 120 days before the desired effective date of the restated articles of incorporation. This document cannot be filed unless it is accompanied by either the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.
Item 5(b): must be signed by an authorized officer or agent.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

COFS (Corporations Online Filings System):
This document may be completed and submitted online at www.michigan.gov/corpfileonline.
Fees may be paid by VISA, MasterCard, or Discover.

Documents that are endorsed filed are available at www.michigan.gov/corpenitysearch. If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Filings Search website at www.michigan.gov/corprejectedsearch.

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

EXHIBIT B
CURRENT
ARTICLES OF INCORPORATION

[See attached]

Note: The registered office of the corporation was changed in the 2015 Nonprofit Corporation Annual Report from 3265 Luroma, DeWitt, MI 48820 to 2400 West St. Joseph Street, Lansing, MI 48917. The Annual Report may be found by going to <https://cofs.lara.state.mi.us/corpweb/CorpSearch/CorpSearch.aspx> and following the links.

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES											
Date Received	<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p> <p style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</p> <p style="font-size: 1.2em; margin: 5px 0;">MAR 14 2012</p> <p style="font-size: 0.8em; margin: 5px 0;">Administrator BUREAU OF COMMERCIAL SERVICES</p> <p>EFFECTIVE DATE:</p>										
MAR 13 2012											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name Brian Adams</td> </tr> <tr> <td colspan="3">Address 3265 Luroma</td> </tr> <tr> <td style="width: 60%;">City DeWitt</td> <td style="width: 20%;">State MI</td> <td style="width: 20%;">ZIP Code 48820</td> </tr> </table>			Name Brian Adams			Address 3265 Luroma			City DeWitt	State MI	ZIP Code 48820
Name Brian Adams											
Address 3265 Luroma											
City DeWitt	State MI	ZIP Code 48820									

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

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

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Lansing Makers Network

ARTICLE II

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

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) or the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(continued below)

ARTICLE III

- The corporation is organized upon a nonstock basis.
(Stock or Nonstock)
- If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

rw \$20 vs/pob 156169

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article II (continued from above)

The specific purposes shall be to: maintain shared workspace, tools, storage, and other resources for use by members on projects related to art, science, and technology to facilitate members' personal growth in these fields, and encourage members to share their projects for the betterment of society; actively engage the local community through educational talks, classes and workshops on topics related to art, science, and technology, including training on the use and safety of shared tools; develop, support the development of, and provide resources for the development of free and open source software, hardware, and media for the benefit of society; encourage the environmentally responsible use, reuse, and repair of technology, through education and research; cultivate local entrepreneurship in the fields of art, science, and technology; encourage the exchange of knowledge on local, national, and global levels through conferences, collaborative projects, and other activities; create and perpetuate a community and culture to support the purposes of the corporation; and to conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

Article VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article VII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IIX

Except as prohibited by law, volunteer directors or volunteer officers to the corporation, its shareholders, or its members are not personally liable for monetary damages for a breach of the director's or officer's fiduciary duty.

I, (We), the incorporator(s) sign my (our) name(s) this 13th day of March, 2012

