

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

Bankruptcy Case No 13-53846

City of Detroit, Michigan,

Judge Thomas J. Tucker

Debtor.

Chapter 9

**BRIEF IN OPPOSITION TO CITY OF DETROIT'S MOTION FOR ENTRY
OF AN ORDER ENFORCING THE CONFIRMATION ORDER AND BAR
DATE ORDER AGAINST TWW EMPLOYMENT SOLUTIONS, LLC**

CITY OF DETROIT'S FIRST ARGUMENT:

Does the City of Detroit's Bar Date Prohibit an action Against the City of Detroit Workforce Development Department ("Workforce Development")?

RESPONDENT ANSWERS: NO:

TWW Employment Solutions, LLC ("TWW") has filed an action in Wayne County Circuit Court to recover certain federal monies due and owing TWW because of a contractual relationship that existed between itself, Workforce Development and its successor-in-interest entity, Detroit Employment Services Corporation ("DESC"). TWW provided certain job training services and expended funds in fulfillment of its contract with Workforce Development. Under its contract was to be reimbursed from federal monies received by Workforce Development. It appears that DESC, as successor-in-interest to Workforce Development, obligated itself to pay its debt.


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US BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN

The City contends that the Bankruptcy Bar Order blocks any attempt by TWW to recover from Workforce Development

Counsel's research reveals that the real name for the Workforce Development Department was originally the Detroit Private Industry Council. This entity was incorporated in 1984 under Act 162, Public Acts of 1982, by well-known attorney David Baker Lewis. Its purpose arose from Section 2 of the Job Training Partnership Act, 29 USC 801, to provide job training for Detroit residents. See Exhibit A. In 2011, it changed its name to the Detroit Workforce Development Board. See Exhibit B; and then Detroit Employment Solutions Corporation, See Exhibit C. It continues to exist today as a separate and distinct entity. See Exhibit D (Annual Report)

Based on the records of the state of Michigan, Workforce Development, a/k/a Detroit Private Industry Council, a/k/a Detroit Employment Services Corporation is a separate and distinct legal entity from the city of Detroit.

As a separate and distinct legal entity, from the city of Detroit, the Bankruptcy Bar Order date cannot prohibit TWW's action against Workforce Development. It is an anomaly that the city of Detroit is named as a party only because of the confusion caused by how the city of Detroit chose to identify the entity responsible for payment of TWW's debt.

Is TWW's Action against Workforce Development barred because it is not a separate legal entity from the city of Detroit and cannot be sued?

RESPONDENT'S ANSWERS: NO:

The City contends that TWW's action is barred because WDD is not a separate and distinct legal entity and cannot be sued. Yet as noted above, Workforce Development IS a separate and distinct legal entity from the city of Detroit. Counsel has attached a copy of the Articles of Incorporation for Workforce Development and its successor in interest Detroit Employment Solutions Corporation. These articles establish that it is a separate and distinct legal entity. See Exhibits A, B, C & D.

In reading the voluminous bankruptcy court order in the above referenced matter, counsel cannot see any indications that an action against a Workforce Development, as a separate legal entity, is barred by the Order. Workforce Development, a/k/a DESC is a separate and completely legally distinct entity from the city of Detroit. It has its own corporate powers, operates with a separate board of directors, and has control over all funds necessary to govern its operations. See, Exhibits A, B, C and D. Thus, the cases cited by *City of De Haverstick Enters., Inc. v. Fin Fed. Credit, Inc.*, 803 F. Supp 1251, 1256 (E.D. Mich 1992) (citing *Moomey v. City of Holland*, 490 F. Supp 188 (W.D. Mich. 1980)) are inapposite. Workforce Development is a separate entity which can be sued in its own right.

CONCLUSION

In conclusion there is nothing in the Bar Date which prohibits an action from a successor entity to a department of the city of Detroit being barred by the action of the Bankruptcy Court.

For these reasons, TWW believe that an order enforcing the City's Bankruptcy Bar date is inappropriate as against WDD or its successor entity DESC.

Respectfully submitted,

MARINE ADAMS LAW, PC

By: 
~~/s/ Anthony Adams~~

Anthony Adams, Esq. (P33965)

Lynn Marine-Adams, Esq. (P47239)

Counsel for Plaintiff

7650 2nd Ave, Suite 113

Detroit, MI 48202

(313)961-5535; Fax (313) 961-9897

aadams@marineadamslawpc.com

lmadams@marineadamslawpc.com

Dated: October 10, 2018

Exhibit A

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
(FOR BUREAU USE ONLY) <div style="text-align: center;"> FILED FEB 22 1984 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau </div>	Date Received FEB 22 1984
CORPORATION IDENTIFICATION NUMBER	715-364

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read instructions on last page before completing form)

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:

The Detroit Private Industry Council ✓

ARTICLE II

The purpose or purposes for which the corporation is organized are: The Council takes its purpose from Section 2 of the Job Training Partnership Act (29 U.S.C. 801, et. seq., Pub. Law 97-300, 96 Stat. 1322), hereinafter called the "Act"), and Department of Labor Rules & Regulations pursuant thereto promulgated in the Federal Register, 47 FR 58492, December 30, 1982, as 20 CFR part 626, as either may be amended.

*(Continued on back page)

ARTICLE III

The corporation is organized upon a non-stock basis.
(stock or nonstock)

1. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is none. 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:

ARTICLE III

2. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

none

and the description and value of its personal property assets are: (if none, insert "none")

none

The corporation is to be financed under the following general plan: Planning grant funds from the Michigan Department of Labor or such other funds allocated specifically for the use of PIC's, contributions and grant funds from public and private sources.

The corporation is organized on a membership basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

903 W. Grand Blvd., Detroit, Michigan 48208
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

903 W. Grand Blvd., Detroit, Michigan 48208
(P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is:

Mr. Malcolm G. Dade, Jr.

ARTICLE V

The name(s) and address(es) of all the incorporator(s) is (are) as follows:

Name

Residence or Business Address

David Baker Lewis 1300 First National Building, Detroit, Mi, 48225

4010

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.

Continuation of Article II

This purpose is to establish programs to prepare youth and unskilled adults for entry into the labor force and to afford job training to those economically disadvantaged individuals and other individuals facing serious barriers to employment, who are in special need of such training to obtain productive employment, and to work to increase the involvement of the business community in the employment and training system; and to work to increase private sector employment opportunities for eligible participants.

I (We), the incorporator(s) sign my (our) name(s) this 21st day of February, 1984.

David Baker Lewis

David Baker Lewis, Esquire
c/o Lewis, White & Clay

A Professional Corporation
1300 First National Building
Detroit, Michigan 48226

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

David Baker Lewis, Esq.
Lewis, White & Clay
A Professional Corporation
1300 First National Building
Detroit, Michigan 48226

Telephone:
Area Code 313
Number 961-2550

INFORMATION AND INSTRUCTIONS

1. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

2. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 by one or more persons for the purpose of forming a domestic nonprofit corporation.
3. Article II — The specific purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
4. Article III — Complete item III(1) or III(2) as appropriate, but not both.
5. Article IV — A post office box may not be designated as the street address of the registered office. The mailing address may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.
6. Article V — The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
7. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. This document must be signed in ink by each incorporator. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.

9. FEES: Filing fee \$10.00
Franchise fee \$10.00
Total fees (Make remittance payable to State of Michigan) \$20.00

10. Mail form and fee to:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909
Telephone: (517) 373-0493

**DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU
NONPROFIT CORPORATION INFORMATION UPDATE**

2013

Identification Number 715364	Corporation Name DETROIT EMPLOYMENT SOLUTIONS CORPORATION
Resident agent name and mailing address of the registered office PAMELA J MOORE 440 E. CONGRESS SUITE 400 DETROIT MI 48226	
The address of the registered office 440 E. CONGRESS SUITE 400 DETROIT MI 48226	

Describe the purpose and activities of the corporation during the year covered by this report:

TO CARRY OUT THE DETROIT WORKFORCE AREAS STRATEGIC PLAN AND THE GOALS AND OBJECTIVES OF THE LOCAL WORKFORCE BOARD FOR THE CITY OF DETROIT. WDB AS DESIGNATED BY THE STATE OF MICHIGAN AND AS DESCRIBED IN THE WORKFORCE INVESTMENT ACT.

Officer/Director Information

NAME	TITLE	BUSINESS OR RESIDENCE ADDRESS
CALVIN SHARP	PRESIDENT	2555 TELEGRAPH BLOOMFIELD HILLS MI 48302
VERONICA MADRIGAL	SECRETARY	21619 QUEENSWAY BROWNSTOWN MI 48183
DAVID CARROL	TREASURER	1050 WOODWARD AVE DETROIT MI 48226
GEORGE SWAN	VICE PRESIDENT	801 W. FORT DETROIT MI 48226
ALICE THOMPSON	DIRECTOR	2995 E GRAND BLVD DETROIT MI 48202
ARTHUR DUDLEY	DIRECTOR	150 W. JEFFERSON #100 DETROIT MI 48226
SAUNTEEL JENKINS	DIRECTOR	1 WOODWARD AVE DETROIT MI 48226
ALBERT NELSON	DIRECTOR	101 W BIG BEAVER 10TH FLOOR TROY MI 48084
GWENDOLYN MCNEAL	DIRECTOR	3038 W. GRAND BLVD STE 4-450 DETROIT MI 48202
KENYETTA BRIDGES	DIRECTOR	500 GRISWOLD STE 2200 DETROIT MI 48226

Electronic Signature

Filed By ALESSIA BAKER-GILES	Title Finance Director	Phone 313-664-5560
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☒ I certify that this filing is submitted without fraudulent intent and that I am authorized by the business entity to make any changes reported herein.

Payment Information

Payment Amount \$ 20	Payment Date/Time 04/14/2014 09:36:22	Reference Nbr 71315 6800 715364 2013
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Exhibit B

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

DETROIT WORKFORCE DEVELOPMENT BOARD CORPORATION

ID NUMBER: 715364

received by facsimile transmission on December 8, 2011 is hereby endorsed

Filed on December 9, 2011 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 9TH day of December, 2011.

Director

BCS/CDS-616 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES		
Date Received	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 Detroit Workforce Development Board		
Address 707 W. Milwaukee, 1st Floor		
City Detroit	State Michigan	Zip Code 48202
		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.

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:

Detroit Workforce Development Board

2. The identification number assigned by the Bureau is:

715384

3. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

Change the name of the entity to the: DETROIT WORKFORCE DEVELOPMENT
BOARD CORPORATION.

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

The foregoing amendment to the Articles of Incorporation was duly adopted on the 5th day of
December, 2011 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 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 525 of the Act

Nonprofit Corporations

Signed this Twelve day of December, 2011

By Calvin C. Sharp, Chairperson
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Calvin C. Sharp

(Type or Print Name)

Chairperson

(Type or Print Title)

Exhibit C

**Michigan Department of
Licensing and Regulatory Affairs**

Corrected Filing Endorsement

This is to Certify that the

RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

**DETROIT EMPLOYMENT SOLUTIONS CORPORATION
ID Number: 715364**

received by facsimile transmission on June 29 2012, is hereby endorsed filed on

June 29, 2012, 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 6th day of August,
2012.*

*, Director
Bureau of Commercial Services*

8CS/CD-511 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS 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 received date is stated in the document.		
Name Jeremy R. Cnudde - Butzel Long, P.C.		
Address 150 West Jefferson, Suite 100		
City Detroit	State Michigan	ZIP Code 48226
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:

Detroit Workforce Development Board Corporation

2. The Identification number assigned by the Bureau is:

715364

3. All former names of the corporation are:

The Detroit Private Industry Council,
The Detroit Workforce Development Board

4. The date of filing the original Articles of Incorporation was: February 22, 1984

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:

Detroit Employment Solutions Corporation

ARTICLE II

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

The Corporation is organized exclusively for one or more purposes specified under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal tax code; and, to carry out the Detroit workforce area's strategic plan and the goals and objectives of the local workforce development board for the City of Detroit ("LWDB"), as designated by the State of Michigan and as described in the Workforce Investment Act of 1998 (29 U.S.C. 2811 et seq.), as amended from time to time.

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is none. 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:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
none

and the description and value of its personal property assets are: (if none, insert "none")

Cash accounts

(The valuation of the above assets was as of \$4,050.45, June 12, 2012)
The corporation is to be financed under the following general plan:

Funds will be administered by the Corporation as the fiscal administrative agent on behalf of the Detroit Workforce Development Board; and additional funds will be received from grants or contributions from public and private sources.

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Pamela J. Moore
2. The address of the registered office is:
707 W. Milwaukee Detroit, Michigan 48202
(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.)

See Attached

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

- a. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____,

By _____
(Signature of Authorized Officer or Agent)_____
(Type or Print Name)

- b. ☒ These Restated Articles of Incorporation were duly adopted on the 14th day of June, 2012, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and: (Check one of the following)

- ☒ 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 organized on a directorship basis.
- ☐ were duly adopted by the written consent of the shareholders or members 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 shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation).

Signed this 28th day of June, 2012By Calvin C. Sharp
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)Calvin C. Sharp Chairperson
(Type or Print Name) (Type or Print Title)

**DETROIT WORKFORCE DEVELOPMENT BOARD CORPORATION
ADDENDUM TO RESTATED ARTICLES OF INCORPORATION**

Michigan Corporation Bureau ID No. 715364
Adopted June __, 2012

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and 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, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any further federal tax code or (2) by a corporation whose contributions are deductible under Code §170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VI

No member of the board of directors of the corporation who is a volunteer director or a volunteer officer, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation or its members for monetary damages for a breach of the director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the corporation or its members;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of section 551(1) of the Act;
4. A transaction from which the director derived an improper personal benefit;
5. An act or omission occurring before the filing of these articles of incorporation; or
6. An act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in Code §501(c)(3) or the corresponding section of any future federal tax code.

The corporation assumes the liability for all acts or omissions of a volunteer director, officer or other volunteer occurring after the effective date of this provision if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. 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.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described in Article VII, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in Code §501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article VII shall apply to or have any effect on the liability or alleged liability of any member to the board of directors of this corporation for or with respect to any act or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE VII

This Corporation is organized exclusively for charitable, religious and educational purposes including, in furtherance of these purposes, the making of distributions to organizations that qualify as exempt under Code §501(c)(3). On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of Code §501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

Exhibit D

**DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU
NONPROFIT CORPORATION ANNUAL REPORT**

2017

Identification Number 715364	Corporation Name DETROIT EMPLOYMENT SOLUTIONS CORPORATION	
Resident agent name and mailing address of the registered office NICOLE SHERARD-FREEMAN 440 E. CONGRESS SUITE 400 DETROIT MI 48226		
The address of the registered office 440 E. CONGRESS SUITE 400 DETROIT MI 48226		
Describe the purpose and activities of the corporation during the year covered by this report: CITY OF DETROIT MICHIGAN WORKS AGENCY PROVIDING EMPLOYMENT AND TRAINING OPPORTUNITIES TO THE RESIDENTS OF DETROIT, MICHIGAN.		
Officer/Director Information		
NAME	TITLE	BUSINESS OR RESIDENCE ADDRESS
NICOLE SHERARD-FREEMAN	PRESIDENT	440 E. CONGRESS SUITE 400 DETROIT MI 48226
ALICE THOMPSON	SECRETARY	440 E. CONGRESS SUITE 400 DETROIT MI 48226
CHRIS UHL	TREASURER	440 E. CONGRESS SUITE 400 DETROIT MI 48226
CAL SHARP	DIRECTOR	440 E. CONGRESS DETROIT MI 48226
RIC PREUS	DIRECTOR	440 E. CONGRESS DETROIT MI 48226
JEFF DONOFRIO	DIRECTOR	440. E. CONGRESS SUITE 400 DETROIT MI 48226
Electronic Signature		
Filed By ALESSIA BAKER-GILES	Title AUTHORIZED OFFICER OR AGENT	Phone 313-664-5560
<input checked="checked" type="checkbox"/> I certify that this filing is submitted without fraudulent intent and that I am authorized by the business entity to make any changes reported herein.		
Payment Information		
Payment Amount \$ 20	Payment Date/Time 07/18/2017 16:02:35	Reference Nbr 71315 6800 715364 2017

**Michigan Department of
Licensing and Regulatory Affairs**

Corrected Filing Endorsement

This is to Certify that the

RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

**DETROIT EMPLOYMENT SOLUTIONS CORPORATION
ID Number: 715364**

*received by facsimile transmission on June 29 2012, is hereby endorsed filed on
June 29, 2012, 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 6th day of August,
2012.*

*, Director
Bureau of Commercial Services*

BCS/CD-511 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS 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 received date is stated in the document.	
Name Jeremy R. Cnudde - Butzel Long, P.C.		
Address 150 West Jefferson, Suite 100		
City	State	ZIP Code
Detroit	Michigan	48226
		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:	<u>Detroit Workforce Development Board Corporation</u>
2. The Identification number assigned by the Bureau is:	<u>715364</u>
3. All former names of the corporation are:	<u>The Detroit Private Industry Council, The Detroit Workforce Development Board</u>
4. The date of filing the original Articles of Incorporation was:	<u>February 22, 1984</u>

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:
Detroit Employment Solutions Corporation

ARTICLE II

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

The Corporation is organized exclusively for one or more purposes specified under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal tax code; and, to carry out the Detroit workforce area's strategic plan and the goals and objectives of the local workforce development board for the City of Detroit ("LWDB"), as designated by the State of Michigan and as described in the Workforce Investment Act of 1998 (29 U.S.C. 2811 et seq.), as amended from time to time.

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is none. 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:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
none

and the description and value of its personal property assets are: (if none, insert "none")
Cash accounts

(The valuation of the above assets was as of \$4,050.45, June 12, 2012)
The corporation is to be financed under the following general plan:

Funds will be administered by the Corporation as the fiscal administrative agent on behalf of the Detroit Workforce Development Board; and additional funds will be received from grants or contributions from public and private sources.

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Pamela J. Moore
2. The address of the registered office is:
707 W. Milwaukee Detroit, Michigan 48202
(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.)

See Attached

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

- a. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____,

By _____
(Signature of Authorized Officer or Agent)_____
(Type or Print Name)

- b. ☒ These Restated Articles of Incorporation were duly adopted on the 14th day of June, 2012, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and: (Check one of the following)

- ☒ 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 organized on a directorship basis.
- ☐ were duly adopted by the written consent of the shareholders or members 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 shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation).

Signed this 28th day of June, 2012By Colvin C. Sharp
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)Colvin C. Sharp Chairperson
(Type or Print Name) (Type or Print Title)

**DETROIT WORKFORCE DEVELOPMENT BOARD CORPORATION
ADDENDUM TO RESTATED ARTICLES OF INCORPORATION**

Michigan Corporation Bureau ID No. 715364
Adopted June __, 2012

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and 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, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any further federal tax code or (2) by a corporation whose contributions are deductible under Code §170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VI

No member of the board of directors of the corporation who is a volunteer director or a volunteer officer, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation or its members for monetary damages for a breach of the director's fiduciary duty, provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the corporation or its members;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of section 551(1) of the Act;
4. A transaction from which the director derived an improper personal benefit;
5. An act or omission occurring before the filing of these articles of incorporation; or
6. An act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in Code §501(c)(3) or the corresponding section of any future federal tax code.

The corporation assumes the liability for all acts or omissions of a volunteer director, officer or other volunteer occurring after the effective date of this provision if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. 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.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability or directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described in Article VII, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in Code §501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article VII shall apply to or have any effect on the liability or alleged liability of any member to the board of directors of this corporation for or with respect to any act or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE VII

This Corporation is organized exclusively for charitable, religious and educational purposes including, in furtherance of these purposes, the making of distributions to organizations that qualify as exempt under Code §501(c)(3). On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of Code §501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

Bankruptcy Case No 13-53846

City of Detroit, Michigan,

Judge Thomas J. Tucker

Debtor.

Chapter 9

PROOF OF SERVICE

The undersigned hereby certifies that on October 10, 2018, he served a copy of the PLAINTIFF'S BRIEF IN OPPOSITION TO CITY OF DETROIT'S MOTION FOR ENTRY OF AN ORDER ENFORCING THE CONFIRMATION ORDER AND BAR DATE ORDER AGAINST TWW EMPLOYMENT SOLUTIONS, LLC and PROOF OF SERVICE to:

1. Charles Raimi, Esq.
CITY OF DETROIT
Counsel for Defendants City of Detroit & City of Detroit Workforce Development
Deputy Corporation Counsel
500 Coleman A. Young Municipal Center
Detroit, MI 48226
2. Marc Swanson, Esq.
MILLER, CANFIELD, PADDOCK AND STONE, P.L.C
150 West Jefferson, Suite 2500
Detroit, MI 48226

Via Hand Delivery.

Respectfully submitted,

MARINE ADAMS LAW, PC

By: 

Anthony Adams, Esq. (P33965)

Counsel for Plaintiff

7650 2nd Ave, Suite 113

Detroit, MI 48202

(313) 961-5535; Fax (313) 961-9897

Dated: October 10, 2018