

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU										
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<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name Keith Wright</td> </tr> <tr> <td colspan="3">Address One Woodward Avenue, Suite 2400</td> </tr> <tr> <td>City Detroit</td> <td>State MI</td> <td>ZIP Code 48226</td> </tr> </table>		Name Keith Wright			Address One Woodward Avenue, Suite 2400			City Detroit	State MI	ZIP Code 48226
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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: Harsens Island - St. Clair Flats Association
2. The identification number assigned by the Bureau is: 765086
3. The date of filing the original Articles of Incorporation was: October 24, 1945

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

**ARTICLE I
NAME**

The name of the corporation is Harsens Island - St. Clair Flats Association.

**ARTICLE II
PURPOSES AND POWERS**

- 2.1 Purposes and Powers.** The purpose of the Corporation is to function as a community service organization in promoting the welfare, education and safety of the residents of Harsens Island and the St. Clair Flats.
- 2.2 Tax-Exemption Compliance.** The Corporation shall not carry on any activity not permitted to be carried on by an organization which is described in Section 501(c)(4) of the Code and operated exclusively to promote social welfare or under state laws as they now exist or may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, officers or other private persons. The Corporation shall avoid any transaction that likely threatens the tax exemption of the Corporation. No Member, Director or officer shall have any title or interest to the Corporation's property. However, the Corporation may pay reasonable compensation for services rendered in furtherance of the Corporation's purposes.

**ARTICLE III
ORGANIZATION OF CORPORATION**

3.1 Nonstock, Directorship Corporation. The Corporation is organized upon a nonstock, directorship basis.

3.2 Assets. The assets of the Corporation are as follows:

Real Property (leasehold improvements) – \$ _____

Personal Property (furniture and fixtures, computer hardware, computer software) - \$ _____

The Corporation's total assets (including accounts receivable) are \$ _____. The valuation of the above assets was as of _____, 201_.

3.3 Financing. The Corporation is financed by revenues from the membership dues, which amount is set by the Board of Directors.

3.4 Duration. The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
DIRECTORS**

4.1 Number and Qualifications of Directors. Directors of the Corporation must be Members of the Corporation for one (1) year prior to election. The Board of Directors shall be composed of not less than five (5) Directors and not more than fifteen (15) Directors.

4.2 Classification of Directors. The elected Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes. At all annual elections one class of Directors shall be elected by the current Directors for a term of three (3) years to succeed the Directors whose term then expires; provided that nothing herein shall be construed to prevent the election of a Director to succeed himself.

4.3 Management Authority of Board. The business, property, and affairs of the Corporation shall be managed by the Board of Directors. The Board shall have the power and authority to perform all acts and functions permitted for an organization described in Section 501(c)(4) of the Internal Revenue Code consistent these Bylaws, the Articles of Incorporation and Michigan law.

**ARTICLE V
RESIDENT AGENT AND REGISTERED OFFICE**

5.1 Registered Office. The address and the mailing address of the registered office is:

P.O. Box 51
Harsens Island, Michigan 48028

5.2 Resident Agent. The name of the resident agent at the registered office is Lois Whipple.

ARTICLE VI LIMITATION OF LIABILITY; INDEMNIFICATION

6.1 Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, who served on any committee of the Corporation, or who serves or served at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such. This insurance may indemnify any person so insured against any liability asserted against, or incurred by, the indemnified party in any capacity or arising out of the status described above, whether or not the Corporation would otherwise have the power to indemnify that individual against such liability under the provisions of the Michigan Nonprofit Corporation Act. Any liability payable under any policy of liability insurance, whether purchased by the Corporation or any other entity on behalf of the individual to be indemnified, shall be primary with respect to any indemnity provided under these Bylaws, and the indemnity provided under these Bylaws shall be payable only after the proceeds of such insurance have been paid.

6.2 Indemnification.

6.2.1 Indemnification of Directors, Officers and Employees. Subject to and limited by Section 6.3 below, the Corporation shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative), whether brought by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was at any time a Director, officer or employee of the Corporation, or such person served on any formally constituted advisory body or committee of the Corporation, the Board of Directors, or any such person served at the request of the Corporation as a trustee, shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise. Such persons shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred or to be incurred by the person in connection with such action, suit or proceedings if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the 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 the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, did have reasonable cause to believe that the conduct was unlawful.

- 6.2.2 *Proportionate Indemnity.* If a person is entitled to indemnification under Section 6.2.1 for a portion of expenses, including attorney fees, judgment, penalties, fines and amounts paid in settlement, but not for the total amount, the Corporation shall 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.
- 6.2.3 *Indemnification of Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any agent of the Corporation to the fullest extent of the provisions of this section with respect to the indemnification and advancement of expenses of Directors, officers and employees of the Corporation.
- 6.3 Approval of Indemnification.** Any indemnification under Section 6.2 shall be made by the Corporation only if authorized by a Simple Majority Vote of the Board, limited to those Directors who are not parties to the action suit or proceeding, or if ordered by a court of competent jurisdiction. The determination of the Board should be based upon a determination, under all of the facts and circumstances, that the individual requesting indemnification has met all applicable standards of conduct for his or her position with the Corporation.
- 6.4 Contract Rights.** Nothing contained in this Article shall limit any rights to indemnification which the Corporation has granted by a lawful contract to persons other than Directors and officers, unless such indemnity is made subject to the terms of insurance policies acquired by the Corporation. The total amount of indemnification provided under a lawful contract shall be limited to the amount of actual expenses incurred by the individual being indemnified. With regard to this type of indemnification, expenses incurred in defending any action, suit or proceeding may be paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon approval by a Simple Majority Vote of the Board. If it is ultimately determined that the individual being indemnified is not entitled to indemnification by the Corporation, as determined by the final disposition of the action, suit or proceeding, the Corporation shall take the appropriate measures to recover the expenses advanced.
- 6.5 Protection from Liability.** Directors shall be protected from liability to the fullest extent permitted under these Bylaws and applicable law. The Corporation shall advance funds to pay expenses incurred or to be incurred by a Director or officer, and may, in the Board's discretion, advance funds to pay expenses incurred or to be incurred by an employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation under applicable law. The ultimate determination of the person's entitlement to indemnification shall be made in accordance with the applicable standard of conduct under applicable law and this Article.
- 6.6 Volunteer Director Liability.** A volunteer director of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of the director's fiduciary duty arising under applicable law. As described in MCL §450.2110, sub (2), a "volunteer director" means a director who does not receive anything of value from the

Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a director in his or her capacity as such. This Section shall not eliminate or limit the liability of a volunteer director for any of the following:

- 6.6.1 A breach of the director's duty of loyalty to the Corporation;
- 6.6.2 Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- 6.6.3 A violation of Section 551(1) of the Michigan Nonprofit Corporation Act; or
- 6.6.4 An act or omission that is grossly negligent.

A volunteer director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the Corporation to the extent set forth in this Section.

6.7 Assumption of Volunteer Director. The Corporation assumes all liability to any person, other than the Corporation, for all acts or omissions of a volunteer director occurring on or after the effective date of the Bylaws of the Corporation and in the good faith performance of the volunteer director's duties as such. Notwithstanding the foregoing, a volunteer director shall be personally liable to the Corporation for monetary damages for a breach of fiduciary duty as a director to the extent set forth in this Article, and the Corporation shall not be precluded from bringing or maintaining a claim against a volunteer director to the extent not inconsistent with this Article.

6.8 Assumption of Non-Director Volunteer Liability. The Corporation assumes all liability to any person for the acts or omissions of a non-director volunteer occurring on or after the effective date of the Bylaws of the Corporation, provided that all of the following conditions are met:

- 6.8.1 The non-director volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.
- 6.8.2 The non-director volunteer was acting in good faith.
- 6.8.3 The non-director volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- 6.8.4 The non-director volunteer's conduct was not an intentional tort.
- 6.8.5 The non-director 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 under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.

6.9 Amendment of Liability Law. If the Michigan Nonprofit Corporation Act is amended to authorize the further elimination or limitation of the liability of the directors or non-director volunteers of nonprofit corporations, then the liability of the directors or non-director volunteers, in addition to the limitation, elimination and assumption of personal liability

contained in this Article, shall be assumed by the Corporation, eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as a nonprofit organization. No amendment or repeal of the Article shall apply to or have any effect on the liability or alleged liability of any directors or non-director volunteers of this Corporation for or with respect to any acts or omissions of such directors or non-director volunteers occurring prior to the effective date of any such amendment or repeal.

**ARTICLE VII
DISSOLUTION**

In the event of the dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to an organization which is described in Section 501(c)(4) of the Code and is exempt from Federal income tax and whose purposes are compatible with those of the Corporation, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court of the county in which the principal office of the Corporation is then located to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for social welfare and community benefit purposes.

**ARTICLE VIII
ADOPTION OF RESTATED ARTICLES OF INCORPORATION**

These Restated Articles of Incorporation were duly adopted on the ____ day of _____, 2014 in accordance with the provisions of Section 642 of the Michigan Nonprofit Corporation Act. These Restated Articles restate, integrate and **do further amend** the provisions of the Articles of Incorporation and were duly adopted by the Members and Directors of the Corporation. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this _____ day of _____, 2014.

By _____
Barbara Crown, President

CSCL/CD-511 (Rev. 01/14)

Preparer's Name Keith Wright

Business telephone number (313) 965-7648