

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>											
Date Received	(FOR BUREAU USE ONLY)										
	<p><b>FILED</b></p> <p><b>FEB 20 2004</b></p> <p>Administrator <b>BUREAU OF COMMERCIAL SERVICES</b></p> <p>EFFECTIVE DATE:</p>										
<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>											
<table border="1"> <tr> <td colspan="3">Name D. Douglas Alexander</td> </tr> <tr> <td colspan="3">Address 217 W. Ann Arbor Road, Suite 212</td> </tr> <tr> <td>City Plymouth</td> <td>State MI</td> <td>Zip Code 48170</td> </tr> </table>			Name D. Douglas Alexander			Address 217 W. Ann Arbor Road, Suite 212			City Plymouth	State MI	Zip Code 48170
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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:	Little Traverse Lake Property Owners Association
2. The identification number assigned by the Bureau is:	718781
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	2-1-1994

*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:	Little Traverse Lake Property Owners Association
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**ARTICLE II**

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

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 \_\_\_\_\_ . 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")  
\$2,500.00 cash

(The valuation of the above assets was as of December 31, 2003 )  
The corporation is to be financed under the following general plan:

Voluntary dues of its members and community charitable fundraising

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

ARTICLE IV

1. The address of the registered office is:  
752 E. Traverse Lake Road Cedar, Michigan 49621  
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Charles Bumb

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

See Attachment

**5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE 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 15th day of August, 2003 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 31 day of December, 2003

By Charles Bumb  
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Charles Bumb

President

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Title)

**AMENDED AND RESTATED  
NON-PROFIT  
ARTICLES OF INCORPORATION**

**ARTICLE II  
PURPOSES**

The purpose for which the Corporation is formed are as follows:

- (a) To operate, manage, administer and maintain the affairs of an association of property owners who own land adjacent to Little Traverse Lake in the Township of Cleveland, County of Leelanau, State of Michigan;
- (b) To engage in such lawful activities as the corporation may undertake to raise funds for the support of its activities, including the dues from the members of the corporation and to use the proceeds thereof for the purposes of the corporation;
- (c) To promote and engage in activities designed to protect and enhance the environmental quality of Little Traverse Lake and its natural tributaries, including by way of example without limitation:
  - (1) the dissemination of educational and informative literature and newsletters to the membership;
  - (2) the monitoring and study of lake water quality;
  - (3) the study and monitoring of the lake level;
  - (4) the supporting of projects designed and intended to enhance the environmental quality of lake, the fishery and the wildlife, including active opposition to deleterious runoff of surface and subsurface chemicals and effluent and the protection of area wetlands;
  - (5) to act as liaison for the membership to the Department of Natural Resources, State of Michigan and the National Park Service, Department of Interior, United States of America in such matters as appropriate to the interest of the membership;
  - (6) to engage in activities intended to enhance and protect the general quality of life enjoyed by the membership on and about Little Traverse Lake; and,
  - (7) to monitor and propose rules, regulations and laws in support of the safe and enjoyable use of the recreational opportunities afforded by Little Traverse Lake;
- (d) To engage in and promote activities supporting the value of property adjacent to Little Traverse Lake and to oppose activities that are deemed to be in derogation of this objective;
- (e) To represent the members as authorized by resolution of the membership from time to time adopted at meetings of and between like organizations and before local municipal or other governmental bodies, whether regarding regulation pertinent to the purpose of the Corporation or as to matters of political

interest and import to the membership and to associate, cooperate and collaborate with other associations of like purpose;

- (f) To be successor in interest and purpose to the unincorporated association of property owners commonly known as "Little Traverse Lake Area Association" and by adoption of these Articles;
  - (1) to adopt and incorporate by reference the Resolutions and undertakings heretofore made and from time to time adopted by the said unincorporated body;
  - (2) to accept transfer of such property and cash on hand as the said unincorporated body may now possess; and
  - (3) to assume such liabilities with which it may now be charged;
- (g) To do anything required of or permitted to it by Act No. 162 of the Public Acts of 1982, as amended; to make and perform any contract including the purchase of appropriate insurance policies, to contract for and employ, and to discharge, persons or business entities, to exercise all powers otherwise necessary, incidental or convenient to the administration, management and operation of the Association, to the accomplishment of any of the purposes of the Association thereof not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan.

#### **ARTICLE V EXISTENCE**

The term of corporate existence is perpetual.

#### **ARTICLE VI MEMBERSHIP AND VOTING**

The qualifications of members, the manner of their admission to the Corporation, the termination of membership, and voting by such members shall be as follows:

- (a) Each Owner or Co-owner, as the case may be, of property shall be eligible for membership who owns property located in the Township of Cleveland, County of Leelanau, State of Michigan, and which lies adjacent to the waters of Little Traverse Lake or who is presently a member of the unincorporated association known as "Little Traverse Lake Area Association", regardless of the member's ownership of such lake adjacent property;
- (b) Eligibility for membership shall be established by the acquisition of legal or equitable title to such property lying adjacent to Little Traverse Lake and the furnishing of evidence of same satisfactory to the Corporation, the new Co-owner thereby becoming a member of the Corporation, and the membership of the prior Co-owner of such unit thereby being terminated;

- (c) Neither membership nor the share of the member in funds and assets of the Corporation can be assigned, pledged or transferred in any manner, except as an appurtenance to the Co-owner's qualifying property;
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of the Corporation;
- (e) The eligible membership may permit otherwise non-eligible persons the privilege of associate membership, provided however, that such associate members shall not be entitled to vote.

#### **ARTICLE VII**

When a compromise or arrangement or a plan of reorganization of this Corporation is proposed between this Corporation and its creditors, or any class of them, or between this Corporation and its members, or any class of them, a court of equity jurisdiction within the state, on application of this Corporation or of a creditor, or member of the Corporation, or on application of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing seventy-five percent (75%) in value of the creditors or class of creditors, or of the members or class of members, to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this Corporation as a consequence of the compromise or arrangement, the compromise or arrangement or a reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all of the members or class of members, and also on this Corporation.

#### **ARTICLE VIII**

Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, is signed by members having not less than the minimum of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

#### **ARTICLE IX**

A contract or other transaction between this Corporation and one or more of its directors or officers, or between this Corporation and another Corporation, firm or Association of any type or kind, in which one or more of this Corporation's directors or officers are directors, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if:

- (a) The contract or other transaction is fair and reasonable to this Corporation when it is authorized, approved or ratified; or

- (b) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or
- (c) The material facts as to the director's or officer's relationship or interest as to the contract or transaction are disclosed or known to the members, and they authorize, approve or ratify the contract or transaction.

#### **ARTICLE X**

These Restated Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote of not less than seventy-five percent (75%) of the entire membership of the Corporation, that in no event shall any amendment make changes in qualification for membership or the voting rights of members without the unanimous consent of the membership.

#### **ARTICLE XI**

A volunteer Officer or Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of fiduciary duty as an Officer or Director, except for liability:

- (a) for any breach of an Officer's or Director's duty of loyalty to the Corporation or its members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) resulting from a violation of MCLA 450.2551(1);
- (d) for any transaction from which the Officer or Director derived an improper personal benefit;
- (e) an act or omission occurring before the effective date if the provision grants limited liability.
- (f) for any act or omission that is grossly negligent.

The Corporation assumes liability for all acts or omissions of volunteer Officers and Directors occurring on or after the date of these Restated Articles of Incorporation if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.

- (f) 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 Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Officers or Directors, then the liability of the Officers and Directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of the Officers and Directors of the Corporation existing at the time of such repeal, modification or adoption.