

State of Michigan



DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

*I, Ruth Johnson, Secretary of State of the State of Michigan and custodian of the Great Seal of the State, hereby certify that the attached is a true copy of the Articles of Incorporation of the City of Albion Economic Development Corporation filed in this Department on October 4 1977, pursuant to Act 338 of Public Acts of 1974, as amended. *****End of Certification******

*IN TESTIMONY WHEREOF, I have hereto
affixed my signature and Great Seal of the
State, at Lansing, this 17th day of February in
the year of our Lord two thousand and
sixteen.*



Ruth A. Johnson

Secretary of State

156328-1-436365-OGS

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate, the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Michigan.

CITY OF ALBION

STATE OF MICHIGAN
49224

September 30, 1977

Diane Burrows
Office of County Clerk
County Building
Marshall, Michigan 49068

Dear Ms. Burrows:

Enclosed is a certified copy of the Ordinance approving Articles of Incorporation for the Economic Development Corporation. This was done by Ordinance rather than resolution.

Sincerely,

Winifred Gertz
(Mrs.) Winifred M. Gertz
Deputy City Clerk

Encl:

FILED
RICHARD H. BURTON, GOV. STATE
OF MICHIGAN

SEP 30 1977
AM PM
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AN ORDINANCE TO ESTABLISH AN
ECONOMIC DEVELOPMENT CORPORATION

CHAPTER 48

ECONOMIC DEVELOPMENT CORPORATION

The City of Albion ordains:

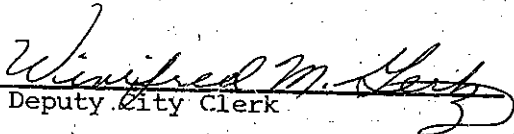
Section 48.1 APPROVAL. The application dated May 20, 1977, and Articles of Incorporation for the Economic Development Corporation of the City of Albion, are hereby approved and adopted.

Section 48.2 FILING. A certified copy of this Ordinance is directed to be filed with the Secretary of State for the State of Michigan in accordance with Act 338 of the Public Acts of 1974, as amended, and the applicants in said application dated May 20, 1977, are thereafter authorized to incorporate the Economic Development Corporation of the City of Albion as a public corporation pursuant to said Act 338 of the Public Acts of 1974, as amended.

Section 48.3 ORDINANCE VOID. If incorporation of the Economic Development Corporation of the City of Albion is not accomplished within ninety (90) days from and after the effective date of this Ordinance, then in accordance with the said Act this Ordinance shall be void.

Section 48.4 EFFECTIVE DATE. This Ordinance shall be effective after adoption and publication in accordance with the City Charter for the City of Albion.

I, Winifred M. Gertz, Deputy City Clerk, City of Albion, do hereby certify this is a true copy of an Ordinance adopted by the City Council at a regular meeting held on July 11, 1977.


Deputy City Clerk

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming an economic development corporation under the provisions of Act No. 338 of the Public Acts of 1974, as amended.

ARTICLE I

Name. The name of the corporation is THE ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF ALBION.

ARTICLE II

Purpose. The corporation is organized with reference to Act 338 of the Public Acts of 1974. Its purposes will be to alleviate and prevent conditions of unemployment, to assist and retain local industries and commercial enterprises, to strengthen and revitalize the economy of the City of Albion, to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating, purchasing, constructing, reconstructing, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in the City of Albion, to encourage the location and expansion of commercial enterprises in the City of Albion, to more conveniently provide needed services and facilities of the commercial enterprises in the City of Albion and its residents and to accomplish the foregoing by the following means:

- (a) Construct, acquire by gift or purchase, reconstruct, improve, maintain, or repair projects and acquire the necessary lands for the site therefor.
- (b) Acquire by gift or purchase the necessary machinery, furnishings, and equipment for a project.
- (c) Borrow money and issue its revenue bonds or revenue notes to finance part or all of the cost of the acquisition, purchase, construction, reconstruction, or improvement of a project or any part thereof, the cost of the acquisition and improvement of the necessary sites therefor, the acquisition of machinery, furnishings, and equipment therefor, and the costs necessary or incidental to the borrowing of money and issuing of bonds or notes for such purpose.
- (d) Enter into leases, lease purchase agreements, or installment sales contracts with any person, firm, or corporation for the use or sale of the project.
- (e) Mortgage the project in favor of any lender of money to the corporation.
- (f) Sell and convey the project or any part thereof for a price and at a time as the corporation determines.
- (g) Lend, grant, transfer, or convey funds, received pursuant to section 27 of Act 338 of Public Acts of 1974, as amended, as permitted by law, but subject to applicable restrictions affecting the use of those funds.

FILED
MICH. DEPT. OF STATE

DEC 1 1979

SECRETARY OF STATE

(h) Assist and participate in the designation of the land area which will be acquired in the implementation of a Project and of the City.

(i) Prepare, assist and aid in the preparation of plans, services, studies and recommendations relative to the public purposes of the corporation and secure approval of the same.

(j) Aid, assist and participate in clearing, re-building and rehabilitating blighted, deteriorated areas or structures.

(k) Encourage citizen participation and assistance in industrial and commercial enterprises, housing and community improvements and to disseminate information to the general public concerning the purposes and objectives of the corporation.

(l) Aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto.

(m) Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property.

(n) Enter into agreements, grants, and contracts with any state or federal agency or department, its political subdivisions and agency or department thereof, or any other official public body and any individual, corporation or other organization in connection with the purpose of the corporation, subject to applicable laws and regulations.

(o) Accept, hold, own and acquire by bequest, devise, gift, purchase or lease any property, real or mixed, whether tangible or intangible, without limitation as to kind, amount or value.

(p) Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, subject to applicable laws and regulations.

(q) Carry on any activity for the purposes above stated, either directly or as agent for or with public authorities, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations, subject to applicable laws and regulations.

(r) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized pursuant to Act 338, P.A. 1974, as amended, and for the foregoing purposes.

ARTICLE III

Sec. 1. Directors Management. The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided by statute, by the Articles of Incorporation or by the by-laws.

Sec. 2. Board of Directors. The board of directors of the corporation shall consist of not less than 9 persons, not more than 3 of whom shall be an officer or employee of the municipality. The chief executive officer and any member of the governing body of the municipality may serve on the board of directors. These directors shall be appointed for terms of 6 years, except of the directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The corporation shall notify the Mayor of the City of Albion in writing of the corporation's intention to commence preparation of a project plan and there shall be appointed promptly after such notice 2 additional directors of the corporation who shall be representative of neighborhood residents likely to be effected by each such project proposed by the corporation and who shall cease to serve when the project for which they are appointed is either abandoned, or, if undertaken, is completed in accordance with the project plan. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties. The meetings of the board of directors shall be public.

Sec. 3. Appointment of Board. The Mayor of the City of Albion, with the advice and consent of the Albion City Council shall appoint the members of the board of directors. Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until his successor has been appointed. A director may be reappointed to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed within 30 days to hold office for the remainder of the term of office so vacated.

Sec. 4. Removal. A director may be removed from office for cause by a majority vote of the Albion City Council.

Sec. 5. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose his interest prior to the corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the corporation's official proceedings and the interested director shall further refrain from participation in the corporation's proceedings relating to the matter.

ARTICLE IV

Sec. 1. Officers. The officers of the corporation shall consist of a president, secretary, treasurer, and, if desired, one or more vice presidents, and such other officers as may from time to time be determined by the Board of Directors, each of whom shall be elected by the directors. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the articles or by-laws to be executed, acknowledged or verified by two or more officers.

Sec. 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which he is elected and until his successor is elected and qualified, or until his resignation or removal.

Sec. 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the corporation would be served thereby.

Sec. 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the board of directors for the unexpired portion of the term of such office.

Sec. 5. President. The president shall be the chief executive officer of the corporation, but he may from time to time delegate all or any part of his duties to an executive vice president, if one is elected, or to any vice president. He shall preside at all meetings of the directors; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect. He shall execute all bonds, mortgages, conveyances and other instruments entered into pursuant to the powers of the corporation as set forth in the articles of incorporation with the approval and authority of the board of directors. He shall be ex officio a member of all standing committees.

Sec. 6. Vice Presidents. The vice president shall perform such duties as are delegated to him by the president and he and the other vice presidents in order of their seniority shall, in the absence or in the event of the disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

Sec. 7. Secretary. The secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the treasurer. He shall be sworn to the faithful discharge of his duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in his absence or in the event of his disability.

Sec. 8. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, or whenever they may require an account of all his transactions as treasurer and of the financial condition of the corporation. He shall give the corporation a bond if required by the board of directors in a sum, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death,

resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his absence or in the event of his disability.

Sec. 9. Delegation of Duties of Officers. In the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, from time to time and for such time as it may deem appropriate, the powers and duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the board then in office concurs therein.

Sec. 10. Salaries. The officers of the corporation shall serve without salary; provided, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Location of the first registered office is: City Hall, Albion, Michigan 49224.

The post office address of the first registered office is: City Hall, Albion, Michigan 49224.

ARTICLE VI

The name of the first resident agent is Charles N. Lentz.

ARTICLE VII

The amount of assets which said corporation possesses is:

- 1) Real property: None.
- 2) Personal property: None.

The corporation will be financed from donations, gifts, grants, and devises, either solicited or unsolicited, obtain from public authorities, individuals, corporations and other organizations, by earnings from its activities, borrowings, and issuance of revenue bonds.

ARTICLE VIII

The names and addresses of the incorporators are as follows:

Dewey H. Bitney
905 Haven Road
Albion, Michigan 49224

Charles W. Jones
905 Carson Street
Albion, Michigan 49224

Charles N. Lentz
2831 Country Club Drive
Albion, Michigan 49224

ARTICLE IX

The corporation shall become effective thirty days after adoption of an ordinance by the Albion City Council authorizing this incorporation, its publication and its final approval as provided by law. The term of the corporate existence is perpetual.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation or the winding up of its affairs, all property and assets of the corporation shall be distributed exclusively to the City of Albion, Michigan, or its successor.

ARTICLE XI

These Articles of Incorporation shall be published in the Albion Evening Recorder in accordance with the provisions of Act 338 of Public Acts of 1974, as amended.

ARTICLE XII

The initial by-laws of a corporation shall be adopted by its board of directors by majority vote, and approved by the City Council of the City of Albion by ordinance. The board may amend or repeal by-laws or adopt new by-laws subject to the approval of the Albion City Council by ordinance. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

We, the incorporators, sign our names this 29th day of July, 1977.

Dewey H. Bitney
Dewey H. Bitney

Charles W. Jones
Charles W. Jones

Charles N. Lentz
Charles N. Lentz

STATE OF MICHIGAN)
) ss
COUNTY OF CALHOUN)

On this 29th day of July, 1977,
before me personally appeared Dewey H. Bitney, Charles W. Jones,
and Charles N. Lentz

to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

James C. Kingsley
James C. Kingsley, Notary Public
Calhoun County, Michigan
My commission expires: May 9, 1978

September 16, 1977

Mr. Marcus J. Gray
County Clerk-Register of Deeds
County Building
Marshall, Mich. 49068

Dear Sir:

This will acknowledge receipt of Affidavit of Publication of the Articles of Incorporation of the Economic Development Corporation of the City of Albion in the ALBION EVENING RECORDER on September 3, 1977.

To complete our records, we need a certified copy of the Resolution of the City Council adopted on July 11, 1977 approving the Articles of Incorporation of the Economic Development Corporation of the City of Albion.

Very truly yours,

RICHARD H. AUSTIN
SECRETARY OF STATE

Opal Tiernan, Supervisor
Registrations and Records Section

MARCUS J. GRAY
Clerk-Register

County Building
Marshall, MI 49068
(616) 781-9811



STEPHEN D. HERIC
Deputy Clerk-Register
DIANE L. BURROWS
Chief Deputy County Clerk
WILLA M. STILES
Chief Deputy Register of Deeds
SUMMER S. BROOKS
Exec. Secretary
ROWENA CASELLA
Sec. Bd. Comrs.

OFFICES OF THE COUNTY CLERK-REGISTER

September 12, 1977

Hon. Richard Austin
Secretary of State
Lansing, Michigan 48918

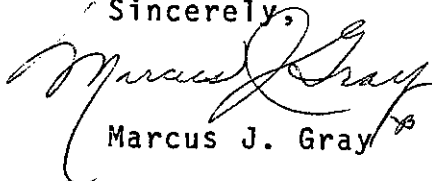
Re: Incorporation of the Economic Development Corporation
of the City of Albion

Dear Mr. Austin:

Enclosed is a copy of the incorporation above-mentioned
printed in the Albion Evening Recorder and a copy of the
Affidavit of Publication, as prescribed in Section 26 of
Act 338, P.A. of 1974.

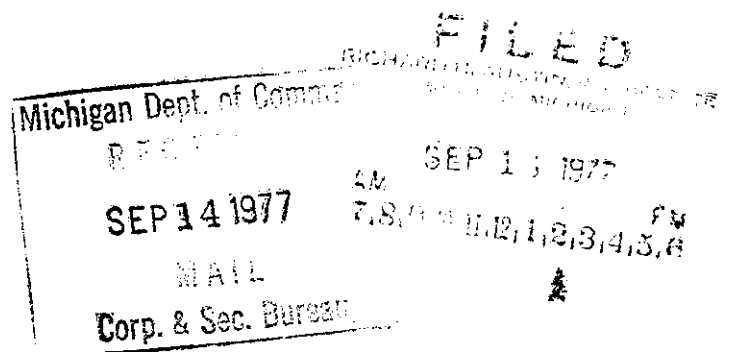
If any further documents are needed please contact
me.

Sincerely,


Marcus J. Gray

MJG:d1b

Enc.



State of Michigan

The Probate Court for the County of Calhoun

XXXXXXX Notice

STATE OF MICHIGAN)
) ss.
COUNTY OF Calhoun

Blair Bedient

being duly sworn, says that he is Blair Bedient

Publish

of Albion Evening Recorder

a newspaper published and circulated in said county and otherwise qualified according to Supreme Court Rule; that annexed hereto is a printed copy of a notice which was published in said newspaper on the following date, or dates, to-wit:

Sept. 3, 19 77

, 19

Subscribed and sworn to before me this 9th day of September

A.D. 19 77.

Caroline Swyers
Notary Public, Calhoun County,
My commission expires: March 26, 1978

Amount \$ 129.60

Paid , 19

CAROLINE SWYERS
Notary Public, Calhoun County, Mich.
My Commission Expires March 26, 1978

NOTICE OF INCORPORATION DEVELOPMENT CORPORATION

PLEASE TAKE NOTICE that on July Council of the City of Albion, Calhoun County pursuant to Act 338, Public Acts of Michigan (as amended), adopt Articles of Incorporation for the Development Corporation of the City of Albion. Said Articles will also be on file with the County Clerk and the Michigan Secretary of State. SAID ACT GRANTS THE RIGHT TO QUESTION THE VALIDITY OF SUCH INCORPORATION ONLY AFTER FILING WITH THE SECRETARY OF STATE AND THE COUNTY CLERK. AFTER SUCH FILING WITH THE SECRETARY OF STATE AND THE COUNTY CLERK, SUCH INCORPORATION WILL BE CONCLUSIVE AND VALID. Further information may be obtained from the City Clerk.

Dated: August 29, 1977

These Articles of Incorporation are signed by the incorporators for the purpose of forming a corporation under the provisions of Act 338, Public Acts of Michigan, after preparation of a project plan and after such notice 2 additional directors representative of neighborhood residents of such project proposed by the corporation shall be completed when the project for which they are undertaking, is completed. Directors shall serve without actual expenses incurred in the meetings of the board of directors. Sec. 3. Appointment of officers. The members of the board of directors shall be appointed by the incorporators of each director. Sec. 4. Removal of officers. Any officer appointed by a majority vote of the board of directors may be removed by a majority vote of the board of directors. Sec. 5. Conflicts of interest. Any director or officer of the corporation who has a financial interest in any matter brought before the board of directors shall disclose such interest to the board of directors.

JUN 1 1 1981

CITY OF ALBION

SECRETARY OF STATE

RESOLUTION AMENDING ARTICLES OF INCORPORATION
THE ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF ALBION

Minutes of a Regular Meeting of the City Council of of the City of Albion, County of Calhoun, Michigan (the "Council"), held in said City on June 1, 1981, at 7:01 o'clock p.m., Eastern Daylight Time.

PRESENT: Members Cascarelli, Costianes, Harris, McClure, Gant,
Thomas and Mayor Jones

ABSENT: Members none

The following preamble and resolution were offered by Member Costianes and supported by Member Thomas :

WHEREAS, the Economic Development Corporation of the City of Albion was organized pursuant to Act 338 of the Public Acts of 1974, as amended ("Act 338"); and

WHEREAS, on January 22, 1981, Act 338 was amended; and

WHEREAS, the Council deems it appropriate to amend the Articles of Incorporation of The Economic Development Corporation of the City of Albion to reflect the amendment to Act 338;

NOW, THEREFORE, BE IT RESOLVED:

1. The Amendment to the Articles of Incorporation of The Economic Development Corporation of the City of Albion, as attached hereto, is hereby adopted.

2. The City Clerk shall file a certified copy of this Resolution, with said Amendment attached, in the office of the County Clerk of the County of Calhoun and with the office of the Great Seal, Capital Archives, Notaries Public, Registration & Trademarks, Michigan Department of State, Room 114, Capitol Building, Lansing, Michigan 48918, Attention: Gay Meese, pursuant to Section 30 of Act 338, Public Acts of Michigan, 1974, as amended.

(h) Assist and participate in the designation of the land area which will be acquired in the implementation of a Project and of the City.

(i) Prepare, assist and aid in the preparation of plans, services, studies and recommendations relative to the public purposes of the corporation and secure approval of the same.

(j) Aid, assist and participate in clearing, rebuilding and rehabilitating blighted, deteriorated areas or structures.

(k) Encourage citizen participation and assistance in industrial and commercial enterprises, housing and community improvements and to disseminate information to the general public concerning the purposes and objectives of the corporation.

(l) Aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto.

(m) Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property.

(n) Enter into agreements, grants, and contracts with any state or federal agency or department, its political subdivisions and agency or department thereof, or any other official public body and any individual, corporation or other organization in connection with the purpose of the corporation, subject to applicable laws and regulations.

(o) Accept, hold, own and acquire by bequest, devise, gift, purchase or lease any property, real or mixed, whether tangible or intangible, without limitation as to kind, amount or value.

(p) Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, subject to applicable laws and regulations.

(q) Carry on any activity for the purposes above stated, either directly or as agent for or with public authorities, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations, subject to applicable laws and regulations.

(r) In general, and subject to such limitations and conditions as are may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized pursuant to Act 338, P.A. 1974, as amended, and for the foregoing purposes.

ARTICLE III

Sec. 1. **Directors Management.** The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided by statute, by the Articles of Incorporation or by the by-laws.

Sec. 2. **Board of Directors.** The board of directors of the corporation shall consist of not less than 9 persons, not more than 3 of whom shall be an officer or employee of the municipality. The chief executive officer and any member of the governing body of the municipality may serve on the board of directors. These directors shall be appointed for terms of 6 years, except of the directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The corporation shall notify the Mayor of the City of Albion in writing of the corporation's intention to commence preparation of a project plan and there shall be appointed promptly after such notice 2 additional directors of the corporation who shall be representative of neighborhood residents likely to be effected by each such project proposed by the corporation and who shall cease to serve when the project for which they are appointed is either abandoned, or, if undertaken, is completed in accordance with the project plan. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties. The meetings of the board of directors shall be public.

Sec. 3. **Appointment of Board.** The Mayor of the City of Albion, with the advice and consent of the Albion City Council shall appoint the members of the board of directors. Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until his successor has been appointed. A director may be reappointed to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed within 30 days to hold office for the remainder of the term of office so vacated.

Sec. 4. **Removal.** A director may be removed from office for cause by a majority vote of the Albion City Council.

Sec. 5. **Conflict of Interest.** A director who has a direct interest in any matter before the corporation shall disclose his interest prior to the corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the corporation's official proceedings and the interested director shall further refrain from participation in the corporation's proceedings relating to the matter.

ARTICLE IV

Sec. 1. **Officers.** The officers of the corporation shall consist of a president, secretary, treasurer, and, if desired, one or more vice presidents, and such other officers as may from time to time be

belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his absence or in the event of his disability.

Sec. 9. **Delegation of Duties of Officers.** In the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, from time to time and for such time as it may deem appropriate, the powers and duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the board then in office concurs therein.

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ARTICLE V

Location of the first registered office is: City Hall, Albion, Michigan 49224

The post office address of the first registered office is: City Hall, Albion, Michigan 49224.

ARTICLE VI

The name of the first resident agent is Charles N. Lentz.

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- 1) Real property: None.
- 2) Personal property: None.

The corporation will be financed from donations, gifts, grants, and devises, either solicited or unsolicited, obtain from public authorities, individuals, corporations and other organizations, by earnings from its activities, borrowings, and issuance of revenue bonds.

ARTICLE VIII

The names and addresses of the incorporators are as follows:

Dewey H. Bitney	Charles W. Jones
905 Haven Road	905 Carson Street
Albion, Michigan 49224	Albion, Michigan 49224

Charles N. Lentz
2831 Country Club Drive
Albion, Michigan 49224

ARTICLE IX

The corporation shall become effective thirty days after adoption of an ordinance by the Albion City Council authorizing this incorporation, its publication and its final approval as provided by law. The term of the corporate existence is perpetual.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation or the winding up of its affairs, all property and assets of the corporation shall be distributed exclusively to the City of Albion, Michigan, or its successor.

ARTICLE XI

These Articles of Incorporation shall be published in the Albion Evening Recorder in accordance with the provisions of Act 338 of Public Acts of 1974, as amended.

ARTICLE XII

The initial by-laws of a corporation shall be adopted by its board of directors by majority vote, and approved by the City Council of the City of Albion by ordinance. The board may amend or repeal by-laws or adopt new by-laws subject to the approval of the Albion City Council by ordinance. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

We, the incorporators, sign our names this 29th day of July, 1977.

Dewey H. Bitney
Charles W. Jones
Charles N. Lentz

STATE OF MICHIGAN)

COUNTY OF CALHOUN)

On this 29th day of July, 1977, before me personally appeared Dewey H. Bitney, Charles W. Jones, and Charles N. Lentz to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

James C. Kingsley, Notary Public
Calhoun County, Michigan
My commission expires: May 9, 1978

MICHIGAN DEPARTMENT OF STATE
RICHARD H. AUSTIN SECRETARY OF STATE



LANSING
MICHIGAN 48918

June 11, 1981

A. Dean Moore
Albion City Clerk
City Hall
Albion, Michigan 49224

Dear Mr. Moore:

This will acknowledge receipt of a certified copy of a Resolution amending Articles of Incorporation for the Economic Development Corporation of the City of Albion, adopted by the City Council on June 1, 1981.

May we please have a copy of the Articles of Incorporation as amended.

Very truly yours,

A handwritten signature in cursive script that reads "Gay Meese".

Gay Meese, Supervisor
Great Seal & Registration Unit

GM:sek

3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Members Cascarelli, Costianes, Gant, Harris, McClure, Thomas,
and Mayor Jones

NAYS Members none

RESOLUTION DECLARED ADOPTED.



A. Dean Moore

City Clerk

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the City Council of the City of Albion, County of Calhoun, at a Regular Meeting held on June 1, 1981, and that said Meeting was conducted and public notice of said Meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said Meeting were kept and will be or have been made available as required by said Act.



A. Dean Moore

City Clerk

FILED
MICH. DEPT. OF STATE
JUN 15 1981

AMENDMENT TO
ARTICLES OF INCORPORATION
THE ECONOMIC DEVELOPMENT CORPORATION **SECRETARY OF STATE**

MICHIGAN DEPARTMENT OF STATE
RICHARD H. AUSTIN SECRETARY OF STATE



LANSING
MICHIGAN 48918

June 15, 1981

Mr. A. Dean Moore
Albion City Clerk
City Hall
Albion, Michigan 49224

Dear Mr. Moore:

This will acknowledge receipt of a copy of the Articles of Incorporation, as amended, for the Economic Development Corporation of the City of Albion.

These proceedings were filed in this office on June 15, 1981.

Very truly yours,

A handwritten signature in cursive script that reads "Gay Meese".

Gay Meese, Supervisor
Great Seal & Registration Unit

GM:sek

cc: G. Michael Conlisk
EDC Coordinator

Carol Hoffman, Office
of Economic Development

- (q) Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property or an interest in property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, subject to applicable laws and regulations.
- (r) Carry on any activity for the purposes above stated, either directly or as agent for or with public authorities, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations, subject to applicable laws and regulations.
- (s) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized by the City of Albion under the above statutes and for the above purposes.

ARTICLE III

Section 1. Directors Management. The business and affairs of the corporation shall be managed by its Board of Directors except as otherwise provided by statute, by the Articles of Incorporation or by the by-laws. Directors shall be public officers.

Section 6. The members of the Board of Directors or any person executing any revenue bond or revenue note on behalf of the corporation shall not be liable personally on the revenue bond or revenue note, or be subject to any personal liability or accountability by reason of the issuance of the revenue bond or revenue note, by reason of acquisition, construction, ownership, or operation of a Project, or by reason of any other action taken or omitted by the Board of Directors. By resolution the Board of Directors may provide for the purchase of insurance indemnifying the members of the Board of Directors from and against any and all personal liability or accountability described in this section or any loss or expense related thereto.

ARTICLE XIII

All meetings of the Board of Directors shall be public and notice of such meetings will be posted in the office of the City Clerk of the City of Albion once at least eighteen hours prior to the date of such meeting and the corporation shall comply with Act 267 of the Public Acts of 1976 relative to its meetings.

ARTICLE XIV

The Corporation shall at all times be deemed to be an agency or political subdivision of the City of Albion. The books and records of the corporation and of the Board of Directors, officers and agents thereof shall be public and open to inspection and audit by the City of Albion at all reasonable times. The corporation shall submit an annual report of its activities to the legislative body of the City of Albion and to the office of economic development of the Michigan department of commerce, and shall annually publish in a newspaper of general circulation a report of its revenue and expenditures for the operating year.

The foregoing Amendment to Articles of Incorporation was approved by the Board of Directors of The Economic Development Corporation of the City of Albion at a meeting duly held on the 10th day of June, 1981.

The foregoing Amendment to Articles of Incorporation was approved by the city Council of the City of Albion at a meeting duly held on the 1st day of June, 1981.

FILED
MICH. DEPT. OF STATE
JUN 15 1981
SECRETARY OF STATE

02504-4 WJD19n 05/26/81

MICHIGAN DEPARTMENT OF STATE
RICHARD H. AUSTIN SECRETARY OF STATE



LANSING
MICHIGAN 48918

January 16, 1987

Mr. John Mausert-Mooney
Director of Planning
and Development
City of Albion
112 West Cass Street
Albion, Michigan 49224-1798

Dear Mr. Mausert-Mooney:

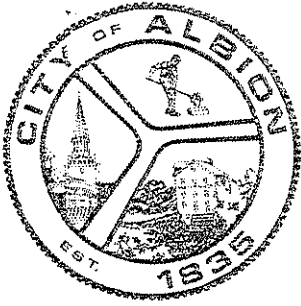
This will acknowledge receipt and filing today of a copy of Resolution #86-40 adopted October 6, 1986 amending Articles of Incorporation of the Economic Development Corporation of the City of Albion.

Very truly yours,

A handwritten signature in cursive script that reads "Gay Meese".

Gay Meese, Supervisor
Great Seal & Registration Section
Room 114, State Capitol Building
(517) 373-2531

GM:tg



City of Albion

112 West Cass Street • Albion, Michigan 49224 - 1798
(517) 629-5535

January 13, 1987

Office of the Great Seal
Michigan Department of State
Room 114, Capitol Bldg.
Lansing, Michigan 48918

Attention: Gay Meese, pursuant to
Section 30 of P.A. 338 of 1974

Dear Ms. Meese:

Attached is a true copy of a recent amendment
of the Articles of Incorporation of the Albion
Economic Development Corporation.

I would appreciate a certification that this
has been filed with you.

Sincerely,

John Mausert-Mooney
John Mausert-Mooney
Director of Planning
and Development

attach

cc: County Clerk
Calhoun County

FILED
MICH. DEPT. OF STATE

JAN 16 1987

SECRETARY OF STATE

"Our Main Street is Superior"

Res. # 86-40

R E S O L U T I O N

CITY OF ALBION

RESOLUTION AMENDING ARTICLES OF INCORPORATION

THE ECONOMIC DEVELOPMENT CORPORATION

OF THE CITY OF ALBION

Minutes of a Regular Meeting of the City Council of the City of Albion, County of Calhoun, Michigan ("Council"), held in said City on October 6, 1986, at 7 o'clock p.m., Eastern Daylight Time.

PRESENT: Members Brown, Gant, Hutchins, Thomas, Stoffer.

ABSENT: Member Mueller.

The following preamble and resolution were offered by Member Thomas and supported by Member Gant:

WHEREAS: the Economic Development Corporation of the City of Albion was organized pursuant to Act 338 of the Public Acts of 1974, as amended, and

WHEREAS: the Council deems it appropriate to again amend the Articles of Incorporation of the Economic Development Corporation of the City of Albion.

NOW, THEREFORE, BE IT RESOLVED:

1. Article II (t) of the Articles of Incorporation of the Economic Development Corporation of the City of Albion, as attached hereto, is hereby adopted.

2. The City Clerk shall file a certified copy of this Resolution, with said Amendment attached, in the Office of the County Clerk of the County of Calhoun and with the Office of the Great Seal, Capital Archives, Notaries Public, Registration & Trademarks, Michigan Department of State, Room 114, Capitol Building, Lansing, Michigan 48918, Attention: Gay Meese, pursuant to Section 30 of Act 338, Public Acts of Michigan, 1974, as amended.


3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

Ayes: Members Brown, Gant, Hutchins, Thomas, Stoffer.

Nays: None.

Absent: One - Member Mueller.

RESOLUTION DECLARED ADOPTED.


Larry Hufnagel, City Clerk 1/6/87

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the City Council of Albion, County of Calhoun, and State of Michigan, at a Regular Meeting held on October 6, 1986, and that said Meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said Meeting were kept and will be or have been made available as required by said Act.


Larry Hufnagel, City Clerk 1/6/87

ARTICLE II

- (t) Enter into agreements with Albion Township and Sheridan Township with regard to regional economic development, including the development, administration, maintenance and enforcement of a regional revolving loan fund designed to assist qualifying industrial and/or commercial businesses.

Res. # 86-40

R E S O L U T I O N

C I T Y O F A L B I O N

R E S O L U T I O N A M E N D I N G A R T I C L E S O F I N C O R P O R A T I O N

T H E E C O N O M I C D E V E L O P M E N T C O R P O R A T I O N

O F T H E C I T Y O F A L B I O N

Minutes of a Regular Meeting of the City Council of the City of Albion, County of Calhoun, Michigan ("Council"), held in said City on October 6, 1986, at 7 o'clock p.m., Eastern Daylight Time.

PRESENT: Members Brown, Gant, Hutchins, Thomas, Stoffer.

ABSENT: Member Mueller.

The following preamble and resolution were offered by Member Thomas and supported by Member Gant:

WHEREAS: the Economic Development Corporation of the City of Albion was organized pursuant to Act 338 of the Public Acts of 1974, as amended, and

WHEREAS: the Council deems it appropriate to again amend the Articles of Incorporation of the Economic Development Corporation of the City of Albion.

NOW, THEREFORE, BE IT RESOLVED:

1. Article II (t) of the Articles of Incorporation of the Economic Development Corporation of the City of Albion, as attached hereto, is hereby adopted.

2. The City Clerk shall file a certified copy of this Resolution, with said Amendment attached, in the Office of the County Clerk of the County of Calhoun and with the Office of the Great Seal, Capital Archives, Notaries Public, Registration & Trademarks, Michigan Department of State, Room 114, Capitol Building, Lansing, Michigan 48918, Attention: Gay Meese, pursuant to Section 30 of Act 338, Public Acts of Michigan, 1974, as amended.


3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

Ayes: Members Brown, Cant, Hutchins, Thomas, Stoffer.

Nays: None.

Absent: One - Member Mueller.

RESOLUTION DECLARED ADOPTED.


Larry Hufnagel, City Clerk 1/6/87

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the City Council of Albion, County of Calhoun, and State of Michigan, at a Regular Meeting held on October 6, 1986, and that said Meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said Meeting were kept and will be or have been made available as required by said Act.


Larry Hufnagel, City Clerk 1/6/87

ARTICLE II

- (t) Enter into agreements with Albion Township and Sheridan Township with regard to regional economic development, including the development, administration, maintenance and enforcement of a regional revolving loan fund designed to assist qualifying industrial and/or commercial businesses.

MICHIGAN DEPARTMENT OF STATE
RICHARD H. AUSTIN SECRETARY OF STATE



LANSING
MICHIGAN 48918

November 9, 1987

Ms. Wilma Bahr
Acting City Clerk
City of Albion
112 West Cass Street
Albion, Michigan 49224-1798

Dear Ms. Bahr:

This will acknowledge receipt and filing today of Resolution 87-25 amending Articles of Incorporation of the Economic Development Corporation of the City of Albion.

Very truly yours,

A handwritten signature in cursive script that reads "Gay Meese".

Gay Meese, Supervisor
Great Seal & Registration
(517) 373-2531

GM:tg

CITY OF ALBION

RESOLUTION AMENDING ARTICLES OF INCORPORATION
OF THE ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF ALBION

Minutes of a Regular Meeting of the City Council of the City of Albion, County of Calhoun, Michigan ("Council"), held in said City on November 2, 1987, at 7:00 o'clock p.m., Eastern Standard Time.

PRESENT: Members Brown, Gant, Jackson, Jacobs,
Konkle, Thomas & McClure

ABSENT: Members None

The following preamble and resolution were offered by Member Brown and supported by Jackson:

WHEREAS, the Council deems it appropriate to amend the Articles of Incorporation of the Economic Development Corporation of the City of Albion.

NOW, THEREFORE, BE IT RESOLVED:

1. Article III, Section 4, of the Articles of Incorporation of the Economic Development Corporation of the City of Albion, is hereby amended and modified in its entirety as follows:

ARTICLE III

Section 4. VACANCIES AND REMOVAL OF DIRECTORS

(a) A Board position shall become vacant upon the occurrence of any of the following:

- (1) the expiration of the term of office;
- (2) the death of the incumbent;

- (3) a resignation when approved by the Board;
- (4) a removal from office in any manner provided by law;
- (5) ceasing to possess at any time the qualifications of eligibility for office required by these Articles;
- (6) being in default to the city more than thirty (30) days after receiving written notice of default from the City Clerk, unless the officer is, in good faith, actually testing the existence or legality of such default by an appropriate action at law or in equity;
- (7) final conviction of a felony involving moral turpitude, or an offense involving a violation of an oath of office;
- (8) a judicial determination that the incumbent is of unsound mind;
- (9) a decision of a competent tribunal declaring the appointment of the incumbent void;
- (10) failure to take the oath or made the affirmation, or file the bond required for the office within ten (10) days from the date for the commencement of the term of office, or within such other time, not exceeding thirty (3) days thereafter, as the Board may fix;
- (11) absence from three (3) consecutive regular meetings of the Board unless such absences, with reasons therefore stated at the time and appearing in the journal of the meeting from which the member was absent, be excused by a majority vote of the Board; or four (4) such meetings in any calendar year, unless such absences are so excused;
- (12) any other event which, by law, creates a vacancy;

2. Article XII of the Articles of Incorporation of the Economic Development Corporation of the City of Albion, is hereby amended and modified in its entirety as follows:

ARTICLE XII

ARTICLE XII

The initial By-Laws of a corporation shall be adopted by its Board of Directors by majority vote, and approved by the City Council of the City of Albion by Ordinance. The Board may thereafter amend or repeal By-Laws or adopt new By-Laws with the approval of the Albion City Council by Resolution. The By-Laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

3. The City Clerk shall file a certified copy of this Resolution, with said Amendment attached, in the Office of the County Clerk of the County of Calhoun and with the Office of the Great Seal, Capital Archives, Notaries Public, Registration & Trademarks, Michigan Department of State, Room 114, Capital Building, Lansing, Michigan 48918, Attention: Gay Meese, pursuant to Section 30 of Act 338, Public Acts of Michigan, 1974, as amended.

4. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Members Brown, Gant, Jackson, Jacobs,
Konkle, Thomas and McClure

NAYS: Members None

RESOLUTION DECLARED ADOPTED.


Wilma Baker
Acting City Clerk

I hereby certify that the foregoing is a true and completed copy of a resolution adopted by the City Council of Albion, County of Calhoun, and State of Michigan, at a Regular Meeting held on November 2, 1987, and that said Meeting was conducted and public notice of said Meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said Meeting were kept and will be or have been made available as required by said Act.



Acting City Clerk

FILED
MICH. DEPT. OF STATE

NOV 09 1987

SECRETARY OF STATE