



Form Revision Date 07/2016

## RESTATED ARTICLES OF INCORPORATION

For use by DOMESTIC NONPROFIT CORPORATION

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

The identification number assigned by the Bureau is:

800799419

The present name of the corporation is:

LITTLE TRAVERSE LAKE PROPERTY OWNERS  
ASSOCIATION

All former names of the corporation are:

The date of filing the original Articles of Incorporation was:

2/1/1994

### ARTICLE I

The name of the corporation is:

LITTLE TRAVERSE LAKE ASSOCIATION

### ARTICLE II

The purpose or purposes for which the corporation is formed for: \*

The Corporation has been organized and at all times shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (the "Code"). In particular, and without limiting the generality of the foregoing, the Corporation has been organized to conduct responsible stewardship to preserve and enhance the environmental integrity of Little Traverse Lake in Leelanau County and its surrounding watershed through education, research, and collaborative action.

The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Michigan upon nonprofit corporations, including but without limitation:

(i) To receive gifts, bequests and contributions, in any form, to collect dues, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the Corporation's purposes;

(ii) To receive and administer funds in order to further charitable, educational, scientific, or literary purposes and to lessen the financial burdens of government;

(iii) To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and

(iv) To do all such things as are incidental or conducive to and the attainment of the foregoing purposes of the Corporation.

The Corporation is, and will be, organized and operated exclusively for purposes described in Section 501(c)(3) of the Code.

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, as determined by the Corporation's Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### ARTICLE III

The Corporation is formed upon  basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the corporation is to be financed under the following general plan:  
Financial support will be drawn from membership dues, grants, contributions, earned revenues and gifts from individuals and grants from organizations.  
The Corporation is formed on a 

Membership

 basis.

ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: JENNIFER MILLER OERTEL

2. Street Address: 201 S. DIVISION STREET

Apt/Suite/Other: SUITE 400

City: ANN ARBOR

State: MI Zip Code: 48104

3. Registered Office Mailing Address:

P.O. Box or Street Address: P.O. BOX 145

Apt/Suite/Other:

City: CEDAR

State: MI Zip Code: 49621

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

ARTICLE V: LIMITATIONS OF LIABILITY

A. A DIRECTOR OR VOLUNTEER OFFICER OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION, ITS SHAREHOLDERS OR ITS MEMBERS FOR MONETARY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ANY ACTION AS A DIRECTOR OR VOLUNTEER OFFICER, EXCEPT FOR LIABILITY FOR ANY OF THE FOLLOWING:

(I) THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED;

(II) INTENTIONAL INFLICTION OF HARM ON THE CORPORATION, ITS SHAREHOLDERS OR MEMBERS;

(III) A VIOLATION OF SECTION 551 OF THE MICHIGAN NONPROFIT CORPORATION ACT;

(IV) AN INTENTIONAL CRIMINAL ACT;

(V) A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE MICHIGAN NONPROFIT CORPORATION ACT.

B. THE CORPORATION HEREBY ASSUMES ALL LIABILITY TO ANY PERSON OTHER THAN THE CORPORATION, ITS SHAREHOLDERS OR ITS MEMBERS FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR OCCURRING ON OR AFTER JANUARY 1, 1988, INCURRED IN THE GOOD FAITH PERFORMANCE OF THE VOLUNTEER DIRECTOR'S DUTIES; PROVIDED, HOWEVER, IF APPLICABLE, THAT THE CORPORATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE OR BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

C. THE CORPORATION HEREBY ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR OR VOLUNTEER OFFICER OCCURRING ON OR AFTER THE DATE THE INITIAL ARTICLES OF INCORPORATION WERE FILED WITH THE STATE OF MICHIGAN IF ALL OF THE FOLLOWING ARE MET:

(I) THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY.

(II) THE VOLUNTEER WAS ACTING IN GOOD FAITH.

(III) THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT.

(IV) THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT.

(V) 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.

IN ALL CASES IN WHICH THE CORPORATION ASSUMES THE LIABILITY HEREUNDER, THE CORPORATION, AND NOT THE INDIVIDUAL VOLUNTEER DIRECTOR OR VOLUNTEER OFFICER, SHALL BE NAMED AS THE DEFENDANT IN THE LAWSUIT.

IF THE MICHIGAN NONPROFIT CORPORATION ACT IS HEREAFTER AMENDED TO AUTHORIZE THE FURTHER ELIMINATION OR LIMITATION OF THE LIABILITY OF DIRECTORS OR OFFICERS OF NONPROFIT CORPORATIONS, THEN THE LIABILITY OF A DIRECTOR OR OFFICER OF THE CORPORATION (IN ADDITION TO THE LIMITATION, ELIMINATION AND ASSUMPTION OF PERSONAL LIABILITY CONTAINED IN THIS ARTICLE) SHALL BE ASSUMED BY THE CORPORATION OR ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE MICHIGAN NONPROFIT CORPORATION ACT AS SO AMENDED, EXCEPT, IF APPLICABLE, TO THE EXTENT SUCH LIMITATION, ELIMINATION OR ASSUMPTION OF LIABILITY IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE OR BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

ARTICLE VI: PROHIBITED ACTIVITIES

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE THE CARRYING ON THE PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE ORGANIZATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC

OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

ARTICLE VII: ELECTRONIC TRANSMISSION; ACTION BY WRITTEN CONSENT

IN ADDITION TO ANY OTHER FORM OF NOTICE OR CONSENT TO OR FROM A DIRECTOR OR MEMBER PERMITTED BY THESE ARTICLES OF INCORPORATION OR THE CORPORATION'S BYLAWS, ANY NOTICE OR CONSENT GIVEN BY A FORM OF ELECTRONIC TRANSMISSION TO WHICH THE DIRECTOR OR MEMBER HAS CONSENTED IS EFFECTIVE. FOR THIS PURPOSE, A DIRECTOR OR MEMBER SHALL BE DEEMED TO HAVE CONSENTED TO SUCH ELECTRONIC TRANSMISSION IF SUCH DIRECTOR DOES NOT AFFIRMATIVELY OBJECT TO SUCH TRANSMISSION IN WRITING AND PROVIDES AN EMAIL ADDRESS TO THE CORPORATION. FURTHER, "ELECTRONIC TRANSMISSION" MEANS ANY FORM OF COMMUNICATION THAT MEETS ALL OF THE FOLLOWING: (1) IT DOES NOT DIRECTLY INVOLVE THE PHYSICAL TRANSMISSION OF PAPER; (2) IT CREATES A RECORD THAT MAY BE RETAINED AND RETRIEVED BY THE RECIPIENT; AND (3) IT MAY BE DIRECTLY REPRODUCED IN PAPER FORM BY THE RECIPIENT THROUGH AN AUTOMATED PROCESS.

ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN UNDER AUTHORIZATION VOTED AT A MEETING OF THE CORPORATION'S MEMBERS MAY BE TAKEN WITHOUT A MEETING IF WRITTEN CONSENTS SETTING FORTH THE ACTION TAKEN ARE SIGNED AND DATED BY THE MEMBERS THAT HAVE NOT LESS THAN THE MINIMUM NUMBER OF VOTES THAT IS NECESSARY TO AUTHORIZE OR TAKE THE ACTION AT A MEETING AT WHICH ALL MEMBERS ENTITLED TO VOTE ON THE ACTION WERE PRESENT AND VOTED. THE CORPORATION SHALL GIVE PROMPT NOTICE OF ANY CORPORATE ACTION TAKEN WITHOUT A MEETING BY LESS THAN UNANIMOUS WRITTEN CONSENT TO THOSE MEMBERS THAT DID NOT CONSENT TO THE ACTION IN WRITING.

ARTICLE VIII: RESTRICTIONS IN THE EVENT OF PRIVATE FOUNDATION STATUS

- THE CORPORATION IS INTENDED TO BE A PUBLIC CHARITY, BUT IN THE EVENT THE CORPORATION IS DETERMINED TO BE A "PRIVATE FOUNDATION," AS THAT TERM IS DEFINED IN SECTION 509(A) OF THE CODE, THEN:
- A. THE CORPORATION SHALL DISTRIBUTE ITS INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE.
  - B. THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OR TAKE ANY ACTIONS WHICH SUBJECT IT TO THE TAX ON SELF-DEALING IMPOSED BY SECTION 4941 OF THE CODE.
  - C. THE CORPORATION SHALL NOT OWN, OBTAIN OR RETAIN AN INTEREST IN ANY BUSINESS ENTERPRISE WHICH SUBJECT IT TO THE TAX ON EXCESS BUSINESS HOLDINGS IMPOSED BY SECTION 4943 OF THE CODE.
  - D. THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX IMPOSED BY SECTION 4944 OF THE CODE.
  - E. THE CORPORATION SHALL NOT EXPEND ITS FUNDS IN SUCH A MANNER AS TO SUBJECT IT TO THE TAX ON TAXABLE EXPENDITURES IMPOSED BY 4945 OF THE CODE.

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

☒ (b) These Restated Articles of Incorporation were duly adopted on 8/3/2024, in accordance with the provisions of Section 641 of the Act: (select one of the following)  
This document must be signed by an authorized officer or agent:  
☒ 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.

Signed this 20th Day of August, 2024 by:

Signature	Title	Title if "Other" was selected
Mary Beth Stephens	Treasurer	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

☒ Decline ☒ Accept

***MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS***  
***FILING ENDORSEMENT***

***This is to Certify that the*** RESTATED ARTICLES OF INCORPORATION  
***for***

LITTLE TRAVERSE LAKE ASSOCIATION

***ID Number:*** 800799419

***received by electronic transmission on*** August 20, 2024 ***, is hereby endorsed.***

***Filed on*** August 22, 2024 ***, 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 22nd day of August, 2024.***

*Linda Clegg*

***Linda Clegg, Director***

***Corporations, Securities & Commercial Licensing Bureau***