

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name		
Jeffrey B. Power		
Address		
1500 Warner Building, 150 Ottawa Avenue NW		
City	State	Zip Code
Grand Rapids	Michigan	49503

EFFECTIVE DATE:

↶ Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office. ↷

DRAFT OF APRIL 22, 2020
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 execute the following Articles:

1.	The present name of the corporation is: The Platte Lake Improvement Association
2.	The identification number assigned by the Bureau is: 800837284
3.	All former names of the corporation are: None
4.	The date of filing the original Articles of Incorporation was: <u>October 25, 1978</u>

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

ARTICLE I

Name

The name of the corporation is The Platte Lake Improvement Association.

ARTICLE II

Purposes

The corporation is organized and its general purpose is to receive and administer funds exclusively for charitable and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code. The specific purposes for which the corporation is organized are:

To aid and abet the restoration, conservation, and preservation of the welfare, quality, and level of the waters of Platte Lake and its tributaries and wetlands and the Platte River Watershed located in the Michigan Counties of Benzie, Leelanau, and Grand Traverse, through testing, research, and monitoring of such waters and through education of the public with respect to water quality; and

To receive and administer funds exclusively for the foregoing charitable and educational purposes.

ARTICLE III

Form of Organization and Financing

1. The corporation is organized on a nonstock membership basis. The requirements to be met for a person to become or remain a member are specified in the corporation's bylaws.

2. The general plan under which the corporation is to be financed is by membership dues as prescribed from time to time in the corporation's bylaws or board resolution and by receipt of other funds and property for the corporation's purposes as stated in these Articles.

ARTICLE IV

Registered Office and Resident Agent

1. The name of the resident agent is Jerry L. Heiman.

2. The street address of the corporation's registered office is: 7020 Carter Rd., Beulah, Michigan 49617. The registered office mailing address is: PO Box 272, Honor, MI 49640.

ARTICLE V

Powers and Limitations

The corporation may exercise any power that is consistent with the purposes described above and that a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity or have any purpose that is not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended. No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI

Limitation of Director's and Volunteer Officer's Liability

A director or volunteer officer shall not be personally liable to the corporation or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:

- (1) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (2) intentional infliction of harm on the corporation or its members;
- (3) a violation of Section 551 of the Michigan Nonprofit Corporation Act (which relates to the making of unauthorized distributions or loans);
- (4) an intentional criminal act; or
- (5) a liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act (which upon termination of a derivative proceeding permits a court to order the plaintiff to pay defendant's expenses incurred in defending the proceeding).

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or volunteer officer, then a director or volunteer officer (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation or its members. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any director or volunteer officer of the corporation for or concerning any act or omission of such director or officer occurring before such amendment, alteration, modification or repeal.

ARTICLE VII

Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such. In addition, the corporation shall assume the liability for all acts or omissions of a volunteer director or volunteer officer, if all of the following conditions are met:

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

(5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or concerning any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

ARTICLE VIII

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual, member, or director. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations or units of government as the corporation's directors (or in default of designation by the directors, the Circuit Court for the County of Benzie, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of subsequent federal tax law and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed and by filing of a Certificate of Dissolution with the Corporations Division of the State of Michigan.

ARTICLE IX

Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

5. 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.**

a. These Restated Articles of Incorporation were duly adopted on _____ day of _____, _____, in accordance with the provisions of Section 641 of the Act by unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this _____ day of _____, _____

_____ (Signatures of a Majority of Incorporators; Type or Print Name under Each Signature)

b. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, 20____, in accordance with the provisions of Section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the Articles and include only amendments adopted under section 611(1) of section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

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, members, or their proxies having not less than the minimum number of votes required by statute in accordance with Section 407 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 _____ day of _____, 2020

By _____
(Signature of an Authorized Officer or Agent)

Wilfred Swiecki
(Type or Print Name)

President
(Type or Print Title)

Preparer's Name Jeffrey B. Power

Business telephone number (616) 752-2156

INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. If a nonprofit corporation restates its Articles of Incorporation to become a corporation governed by the Business Corporation Act, 1972 PA 284, then consent to the Restated Articles of Incorporation or a written statement that the consent is not required must be obtained from the Attorney General's Office and submitted with this document. Contact the Charitable Trust Section, Consumer Protection Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 373-1152. Application for the consent should be made at least 120 days before the desired effective date of the Restated Articles of Incorporation. This document cannot be filed unless it is accompanied by either: the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.
Item 5(b): must be signed by an authorized officer or agent.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

COFS (Corporations Online Filing System):

This document may be completed and submitted online at www.michigan.gov/corpfileonline.

Fees may be paid by VISA, MasterCard, or Discover.

Documents that are endorsed filed are available at www.michigan.gov/corpentitysearch. If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Search website at www.michigan.gov/corprejectedsearch.

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.