

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION AND LAND DEVELOPMENT BUREAU		
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Name Wendy Parr Holtvluwer Miller Johnson		
Address P.O. Box 306		
City Grand Rapids	State MI	Zip Code 49501-0306

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**RESTATED  
ARTICLES OF INCORPORATION  
OF BIG STAR LAKE ASSOCIATION**

1. The present name of the corporation is Big Star Lake Association.
2. The identification number assigned by the Bureau is 702251.
3. The date of filing the original Articles of Incorporation was January 24, 1958.

These Restated Articles of Incorporation are adopted by the members pursuant to the provisions of the Michigan Nonprofit Corporation Act being Act 162, Public Acts of 1982, as amended, and they supercede the previous Restated Articles of Incorporation and any amendments thereafter.

## **ARTICLE I**

### **NAME OF CORPORATION**

The name of this corporation is Big Star Lake Association (BSLA).

## **ARTICLE II**

### **CORPORATE PURPOSES**

BSLA is a Michigan nonprofit corporation that is exempt from federal income tax as a charitable organization under section 501(c)(4) of the Internal Revenue Code. BSLA's purposes are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended, and specifically formed to preserve and enhance the Big Star Lake water quality, watershed quality, and wildlife/habitat quality for the benefit of present and future Big Star Lake Association members and for the benefit of the community in which it is located.

## **ARTICLE III**

### **CORPORATE RESTRICTIONS**

BSLA has not been formed for pecuniary profit or gain. No part of BSLA's assets, income or profit will inure to the benefit of officers, trustees or directors.

However, BSLA 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.

BSLA 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 to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code.

## **ARTICLE IV**

### **ORGANIZATION AND FINANCING**

BSLA shall be organized on a nonstock membership basis.

The assets of the organization as of July 21, 2017 are \$\_\_\_\_\_ U.S. dollars.

BSLA shall be funded under a general plan by membership dues, contributions, donations, grants and bequests from individuals and organizations, public and private.

#### ARTICLE V

#### **REGISTERED OFFICE AND RESIDENT AGENT**

The street address of BSLA's registered office is 45 Ottawa Avenue, SW, Suite 1100, Grand Rapids, Michigan [Miller Johnson – c/o Jeff Fraser] 49503.

The name of the resident agent of the corporation is Robert Tiggemann.

#### ARTICLE VI

#### **TERM OF CORPORATION**

The term of the BSLA is perpetual.

## ARTICLE VII

### LIMITED LIABILITY FOR DIRECTORS AND OTHER PERSONNEL

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

- (a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (b) Intentional infliction of harm on BSLA or its members;
- (c) A violation of Section 551 of the Michigan Nonprofit Corporation Act, relating to distributions, share purchases and loans to certain persons;
- (d) An intentional criminal act; or
- (e) A liability imposed under Section 497(A) of the Michigan Nonprofit Corporation Act, relating to a proceeding that was commenced or maintained in bad faith or without reasonable cause.

BSLA assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, so long as:

- (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; and
- (e) 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 Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

For purposes of this Article VII, "volunteer director" means a director who does not receive anything of more than nominal value from BSLA for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a director in his or her capacity as a director.

For purposes of this Article VII, a "volunteer officer" and "other volunteer" means an individual, other than a volunteer director, performing services for BSLA who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

Any repeal, modification or adoption of any provisions in these Articles of Incorporation inconsistent with this Article VII shall not adversely affect any right or protection of a BSLA volunteer director, volunteer officer or other volunteer existing at the time of such repeal, modification or adoption.

## **ARTICLE VIII**

### **LESS THAN UNANIMOUS MEMBER ACTION**

Any action required or permitted by the Non Profit Corporation Act 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 so taken, is signed by members having not less than the minimum number 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. Alternatively, the members may conduct a vote by ballot or at a polling place, as set forth in the corporation's Bylaws for actions other than those taken at the annual meeting.

## **ARTICLE IX**

### **AMENDMENT**

These Restated Articles may be amended by only a 2/3 vote of the Voting Members who attend the noticed meeting after the Secretary gives to all Regular Members and Honorary Members at least ten (10) days' written notice that a meeting will be held to vote on the proposed amendment. The notice must contain the proposed amendment's specific language.

## **ARTICLE X**

### **DISSOLUTION**

Upon dissolution, and after providing for payment of all liabilities and otherwise complying with applicable law, BSLA must distribute all of its remaining assets as chosen by the members/directors which are tax exempt under Sections 501(c)(3) or 501(c)(4) of the Internal

Revenue Code, or to Lake Township, Lake County, Michigan or similar governmental entity for the same or similar purposes as set forth in Articles II and III of these Restated Articles.

**ARTICLE XI**

**REFERENCE TO INTERNAL  
REVENUE CODE**

Any reference in these Restated Articles to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

These Restated Articles of Incorporation were duly adopted on the 17th day of September, 2009 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 previously filed Restated Articles of Incorporation and were duly adopted by vote of the members pursuant to Section 611 of the Act.

Dated: \_\_\_\_\_, 2017

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President