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

DEC 26 2018

RESTATED ARTICLES OF INCORPORATION
 OF
 GULL LAKE ASSOCIATION
 (A Michigan Nonprofit Corporation)

FILED
 DEC 28 2018
 ADMINISTRATOR
 CORPORATIONS DIVISION

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, as amended, the undersigned corporation ("Corporation") executes the following Restated Articles of Incorporation:

1. The present name of the Corporation is: Gull Lake Association
2. The corporation identification number (CID) assigned by the Bureau is 800874947
3. All former names of the Corporation are: None
4. The date of filing the original Articles of Incorporation was: September 29, 1921.

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 GULL LAKE DAM ASSOCIATION.

ARTICLE II

1. The purposes for which the Corporation is organized are as follows:
 - (a) To own, maintain, improve, repair, replace as needed and operate a dam at Gull Lake (in Kalamazoo and Barry Counties, Michigan) to maintain control of the water level at Gull Lake, to the extent made possible by the dam: (i) so that Gull Lake can be enjoyed and used

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by all; (ii) so that the area around Gull Lake is protected from flooding; (iii) so that the environmental quality of Gull Lake can be maintained; and (iv) to facilitate education and scientific endeavors involving Gull Lake.

- (b) To receive and administer funds for charitable purposes.
- (c) To solicit and receive contributions and donations of property.
- (d) To buy, own, sell, manage, receive, administer and lease real estate, personal property, and other assets.
- (e) To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Corporation set forth herein.

2. The Corporation shall make the rights, privileges and activities of its programs and services, employment and volunteer participation available to persons regardless of their ethnicity, race, national origin, age, height, weight, marital status, economic circumstance, veteran status, sex, creed, disability, physical and/or mental abilities/characteristics, genetic information, philosophy/religion or color.

3. In the administration of its policies and programs, the Corporation shall not discriminate on the basis of ethnicity, race, national origin, age, height, weight, marital status, economic circumstance, veteran status, sex, creed, disability, physical and/or mental abilities/characteristics, genetic information, philosophy/religion or color.

4. The Corporation is organized exclusively to perform those charitable, religious, educational, and scientific purposes permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or corresponding provision of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on: (1) by an organization which is described in Section 501(c)(3) of the Code and which is exempt from federal income tax under Code Section 501(a); or (2) by an organization, contributions to which are deductible under Code Section 170(c)(2).

5. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

6. No substantial part of the activities of the Corporation shall be to attempt to influence legislation.

7. The Directors of the Corporation and the Corporation as an institution shall not knowingly support any organization whose purpose or activities are terrorist in nature or subversive to the national security of the United States of America or its populace.

ARTICLE III

1. The Corporation is organized upon a nonstock basis.
2. The Corporation is organized on a Directorship basis.

ARTICLE IV

The Corporation is to be financed by gifts, grants, contributions, dues, investment income and fees from its exempt activities.

ARTICLE V

1. The street address of the current registered office is:

Address: 1336 Burlingame Drive
Hickory Corners, MI 49060

2. The name of the current resident agent at the registered office is: Rick Shields.

ARTICLE VI

No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any Director or Officer of the Corporation, contributor, member or individual as prohibited by Code Section 501(c)(3), except that the Corporation may pay reasonable compensation for services rendered and make reasonable payments in furtherance of the purposes set forth in Article II hereof.

ARTICLE VII

1. To the fullest extent permitted under the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a director and a volunteer officer of the Corporation 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:

- (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 the Corporation or its members.
- (c) A violation of Section 551 of the MNCA.
- (d) An intentional criminal act.

(e) A liability imposed under Section 497(a) of the MNCA.

2. To the fullest extent permitted under Section 209(1)(d) of the MNCA, as the same presently exists or may hereafter be amended, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer director's duties as such. Pursuant to Section 541(6) of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a breach of a volunteer director's duty to any person other than the Corporation or its members shall not be brought or maintained against the volunteer director, but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for any breach of the volunteer director's duty.

3. To the fullest extent permitted under Section 209(1)(e) of the MNCA, as the same presently exists or may hereafter be amended, the Corporation assumes the liability for all acts or omissions of each volunteer director, each volunteer officer or any other volunteer occurring on or after the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA 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;
- (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 as provided in Section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

Pursuant to Section 556 of the MNCA, as the same presently exists or may hereafter be amended, a claim for monetary damages for a volunteer director, volunteer officer or other volunteer's acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer or other volunteer. The claim shall be brought and maintained against the Corporation.

4. The terms "director", "volunteer director" and "volunteer" shall have the same definitions as set forth in the MNCA, as the same presently exists or may hereafter be amended. The term "officer" shall include those officers named in Section 531 of the MNCA and any other officers prescribed in the Corporation's Bylaws.

5. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article

becomes effective, then the liability of directors or officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

ARTICLE VIII

In the event of the dissolution of the Corporation, after the Corporation has paid or made provision for the payment of the Corporation's liabilities, all of the Corporation's assets, real and personal, shall be distributed to such charitable and/or educational organization or organizations as the Board of Directors may select, which are described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code or corresponding provisions of any subsequent federal income tax laws and engaged in purposes similar to those of the Corporation. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Kalamazoo to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or any corresponding revision of any subsequent income tax laws).

These Restated Articles of Incorporation were duly adopted on the 12 day of December, 2018, in accordance with the provisions of Section 641 of the MNCA.

These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by vote of the Board of Directors, with the necessary number of votes cast in favor of these Restated Articles of Incorporation.

Signed this 15 day of December, 2018.

By Jeffrey M. Price
Jeffrey M. Price

Its: Vice President

After filing return to:

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