

ORDINANCE #78-1

STATE OF MICHIGAN
COUNTY OF MISSAUKEE COUNTY
BOARD OF COMMISSIONERS

AUGUST 7, 1978

The following was offered by Commissioner DeRuiter and supported by Commissioner Hamming.

WHEREAS, the County of Missaukee, by and through its Board of Commissioners, has received an application in writing dated July 21, 1979, for authorization to incorporate a public non-profit economic development corporation pursuant to Act 338 of the public Acts of 1974, as amended, said corporation to be known as the Economic Development Corporation of the County of Missaukee; and

WHEREAS, said application included proposed Articles of Incorporation and By-Laws for the Economic Development Corporation of the County of Missaukee; and

WHEREAS, public notice of said application has been given in accordance with Act 338 of the Public Acts of 1974, as amended, and, after due notice public hearing on the merits of said application has been held and competing applications have been invited and the County Board of Commissioners being advised in the premises;

NOW, THEREFORE, THE COUNTY OF MISSAUKEE ORDAINS:

Section 1. That the application dated July 21, 1979 and Articles of Incorporation and By-Laws for the Economic Development Corporation of the County of Missaukee, are hereby approved and adopted.

Section 2. That a certified copy of this Ordinance is directed to be filed with the Secretary of State in accordance with Section 5, of Act 338 of the Public Acts of 1974, as amended, and the applicants in said application dated July 21, 1978, are thereafter authorized to incorporate the Economic Development Corporation of the County of Missaukee as a public corporation pursuant to said Act 338 of the Public Acts of 1974, as amended.

Section 3. If incorporation of the Economic Development Corporation of the County of Missaukee is not accomplished within ninety (90) days from and after the effective date of this Ordinance, then in accordance with the Act this Ordinance shall be void.

Section 4. This Ordinance shall take effect sixty days after its adoption by this Board, its publication and its final approval as provided by law.

Authority: 1948 C. L. 125.1601
1948 C. L. 46.11

Ayes: Members DeRuiter---Hamming---Bosscher---Chalker---Bevier---Gilde

Nays: Members NONE

Absent: Helsel

RESOLUTION DECLARED ADOPTED.

I, the undersigned, the County Clerk of the County of Missaukee, Michigan, do hereby certify that the attached is a true and complete copy of certain proceedings take by the Board of Commissioners of said County at its regular meeting held on August 7, 1978, relative to adoption of the ordinance therein set forth, the original of which proceedings is on file in my office, and that public notice of said meeting was give pursuant to Act No. 261, Public Acts of Michigan, 1968, including in the case of a special or rescheduled meeting notice by publication or posting at lease twelve hours prior to the time set for the meeting.

Don Molitor
County 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 COUNTY OF MISSAUKEE.

ARTICLE II

Purpose. The Corporation is organized with reference to Act 338 of the Public Acts of 1974, as amended. Its purpose 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 County of Missaukee, to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating, purchasing, constructing, reconstruction, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in the County of Missaukee, to encourage the location and expansion of commercial enterprises in the County of Missaukee, to more conveniently provide needed services and facilities of the commercial enterprises in the County of Missaukee 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 therefore.
- 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 therefore, the acquisition of machinery, furnishings, and equipment therefore, 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.
- h. Assist and participate in the designation of the land area which will be acquired in the implementation of a Project and of the County.
- 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 by the affected municipalities.
- j. 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.

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

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

m. Enter into agreements and contracts with and accept grants from 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.

n. 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.

o. Sell, convey, lease, rent, and mortgage of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal, subject to applicable laws and regulations.

p. 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 pursuant to Act 338, Public Acts of 1974, as amended, and for the foregoing.

q. This Corporation shall not, however, exercise jurisdiction over any project within a municipality which has been or may hereafter authorize the organization of an economic development corporation for such municipality, unless said constituent municipality and its corporation each specifically consent to such jurisdiction.

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 nine (9) persons, not more than three (3) of whom shall be an officer or employee of the county. The Chairperson and any member of the County Board of Commissioners may serve on the Board of Directors. These Directors shall be appointed for terms of six (6) years, except of the Directors first appointed, four (4) shall be appointed for six (6) years, one (1) for five (5) years, one (1) for four (4) years, one (1) for three (3) years, one (1) for two (2) years, and one (1) for one (1) year. All additional appointees shall be for a one (1) year term. The Corporation shall notify the Chairperson of the County Board of Commissioners in writing of the Corporation's intention to commence preparation of a project plan, and there shall be appointed promptly after such notice two (2) additional Directors of the Corporation who shall be representative of neighborhood residents likely to be affected by each such project proposed by the Corporation and who shall cease to serve where 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, and may receive a per diem of not more than that authorized by law. The meetings of the Board of Directors shall be public.

Sec. 3. Appointment of Board. The Chairperson of the County Board of

Commissioners, with the advice and consent of the Board of Commissioners, 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/her 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 hole 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 County Board of Commissioners.

Sec. 5. Conflict of Interest. A Director who has a direct interest in any matter before the Corporation shall disclose his/her 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/she is elected and until his/her successor is elected and qualified, or until his her 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 forth unexpired portion of the terms of such office.

Sec. 5. President. The President shall be the chief executive officer of the Corporation, but he/she may from time to time delegate all or any part of his/her duties to an Executive Vice President, if one is elected, or to any Vice President. He/She shall preside at all meetings of the Directors; he/she 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/she 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/she shall be ex-officio a member of all standing committees.

Sec. 6. Vice President. The Vice President shall perform such duties as are delegated to him/her by the President and he/she 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 Presidents 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/she 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/she shall be. He/she 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/her signature or by the signature of the Treasurer. He/she shall be sworn to the faithful discharge of his/her duties. The Assistant Secretary, if one is elected, shall perform the duties and exercise the power of the Secretary in his/her absence or in the event of his/her 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 monies, 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/she 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 Director, at the regular meetings of the Board, or whenever they may require an account of all his/her transactions as Treasurer and of the financial condition of the corporation. He/she 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/her office, and for the restoration to the corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her 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/her absence or in the event of his/her 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 or 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 therefore.

ARTICLE V

Location of the first registered office is: 506 S. Houghton, Lake City, MI 49651.
The post office address of the first registered office is: P.O. Box 215, Lake City, MI 49651.

ARTICLE VI

The name of the first resident agent is James B. Hinkamp II

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, obtained 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:

- Robert C. Redman, Redman Island, Lake City, MI 49651
- Vernon VandePol, 9671 S. Burkett Rd., McBain, MI 49657
- James B. Hinkamp II, P.O. Box 215 Lake City, MI 49651

ARTICLE IX

The Corporation shall become effective sixty (60) days after adoption of an ordinance by the Missaukee County Board of Commissioners 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 insure 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 County of Missaukee, Michigan, or its successor.

ARTICLE XI

These Articles of Incorporation shall be published according to the provisions of Act 338 of Public Acts of 1974, as amended, in The Waterfront Newspaper, Missaukee County, MI.

ARTICLE XII

The initial By-Laws of a Corporation shall be adopted by its Board of Directors by majority vote, and approved by the Board of Commissioners of the County of Missaukee by ordinance. The Board may amend or repeal By-Laws or adopt new By-Laws subject to the approval of the Board of Commissioners 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 21st day of July, 1978.

Robert C. Redman

Vernon VandePol

James B. Hinkamp II

STATE OF MICHIGAN)

COUNTY OF MISSAUKEE)

On this 21st day of July 1979 before me personally appeared Robert C. Redman, Vernon VandePol, and James B. Hinkamp II 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.

Keith G. Maneke, Notary Public

Missaukee County, Michigan
My Commission Expires: Jan. 7, 1981