

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 CITY OF SALINE.

ARTICLE II

Purpose. The corporation is organized with reference to Act 338 of the Public Acts of 1974. Its purposes 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 City of Saline, to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating, purchasing, constructing, reconstructing, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in the City of Saline, to encourage the location and expansion of commercial enterprises in the City of Saline, to more conveniently provide needed services and facilities of the commercial enterprises in the City of Saline 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 therefor.
- (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 therefor, the acquisition of machinery, furnishings, and equipment therefor, 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.

- (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) Aid, assist and participate in clearing, rebuilding and rehabilitating blighted, deteriorated areas or structures.
- (k) 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.
- (l) Aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto.
- (m) Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property.
- (n) Enter into agreements, grants, and contracts with 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.
- (o) 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.
- (p) Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, subject to applicable laws and regulations.
- (q) Carry on any activity for the purposes above stated, either directly or as agent for or with public authorities, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations, subject to applicable laws and regulations.
- (r) 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, P.A. 1974, as amended, and for the foregoing purposes.
- (s) 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 9 persons, not more than 3 of whom shall be an officer or employee of the municipality. The chief executive officer and any member of the governing body of the municipality may serve on the board of directors. These directors shall be appointed for terms of 6 years, except of the directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The corporation shall notify the Mayor of the City of Saline in writing of the corporation's intention to commence preparation of a project plan and there shall be appointed promptly after such notice 2 additional directors of the corporation who shall be representative of neighborhood residents likely to be effected by each such project proposed by the corporation and who shall cease to serve when 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 \$50.00. The meetings of the board of directors shall be public.

Sec. 3. Appointment of Board. The Mayor of the City of Saline with the advice and consent of the Saline City Council shall appoint the members of the board of directors after careful consideration of their qualifications which shall be submitted by them in writing and kept on file by the Saline City Clerk. 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 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 hold 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 Saline City Council.

Sec. 5. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose his 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 is elected and until his successor is elected and qualified, or until his 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 for the unexpired portion of the term of such office.

Sec. 5. President. The president shall be the chief executive officer of the corporation, but he may from time to time delegate all or any part of his duties to an executive vice president, if one is elected, or to any vice president. He shall preside at all meetings of the directors; he 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 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 shall be ex officio a member of all standing committees.

Sec. 6. Vice Presidents. The vice president shall perform such duties as are delegated to him by the president and he 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 president, 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 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 shall be. He 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 signature or by the signature of the treasurer. He shall be sworn to the faithful discharge of his duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in his absence or in the event of his 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 moneys, 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 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 transactions as treasurer and of the financial condition of the corporation. He 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 office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his 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 absence or in the event of his 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 therefor.

ARTICLE V

Location of the first registered office is: City Hall, 100 N. Harris Street, Saline, Michigan 48176.

The post office address of the first registered office is: City Hall, 100 N. Harris Street, Saline, Michigan 48176

ARTICLE VI

The name of the first resident agent is Stanley H. Rhodes.

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:

Stanley H. Rhodes	Elaine Heiserman	John F. Wanty
261 Wallace	215 Russell	401 S. Harris
Saline, Michigan 48176	Saline, Michigan 48176	Saline, Michigan 48176

ARTICLE IX

The corporation shall become effective sixty days after adoption of an ordinance by the Saline City Council 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 inure 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 City of Saline, Michigan, or its successor.

ARTICLE XI

These Articles of Incorporation shall be published in the Saline Reporter in accordance with the provisions of Act 338 of Public Acts of 1974, as amended.

ARTICLE XII

The initial by-laws of a corporation shall be adopted by its board of directors by majority vote, and approved by the Saline City Council by ordinance. The board may amend or repeal by-laws or adopt new by-laws subject to the approval of the Saline City Council 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 2 day of February, 1978.

Stanley H. Rhodes  
Stanley H. Rhodes

Elaine Heiserman  
Elaine Heiserman

John F. Wanty  
John F. Wanty

STATE OF MICHIGAN )  
                          ) SS.  
COUNTY OF WASHTENAW )

On this 2 day of February, 1978, before me personally appeared Stanley H. Rhodes, Elaine Heiserman, and John R. Wanty, to me known to be the same persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Constance A. Strait  
Constance A. Strait  
Notary Public, Washtenaw County, Michigan  
My commission expires: 1-16-79

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
THE ECONOMIC DEVELOPMENT CORPORATION  
OF THE CITY OF SALINE

The following Articles and Sections of the Articles of Incorporation of The Economic Development Corporation of the City of Saline are amended in accordance with Section 30 of Act 338, Public Acts of Michigan, 1974, as amended, to provide as follows:

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ARTICLE II

The corporation is organized pursuant to Act 338 of the Public Acts of 1974, as amended ("Act 338"), to perform essential public purposes and functions of the City of Saline. Its purposes 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 City of Saline and the State of Michigan; to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating, purchasing, constructing, reconstructing, modernizing, improving, maintaining, repairing, furnishing, equipping and expanding within the City of Saline; to encourage the location and expansion of industrial and commercial enterprises to more conveniently provide needed services and facilities to the City of Saline and the residents thereof; to promote economic activity in the forestry and agricultural sectors by providing incentives to combat inflation, to reduce energy consumption, to retain the family farm unit, to reduce the rate at which urban sprawl has been devouring farm lands, and to provide farmers and foresters with a more favorable export market; to encourage the development of facilities designed to produce energy from renewable resources; and, to accomplish the foregoing, to do the following:

- (a) To construct, acquire by gift or purchase, reconstruct, improve, maintain, and repair the necessary lands, or interests in lands or portions of lands, for "projects", as defined in Act 338.
- (b) To acquire by gift or purchase the necessary machinery, furnishings and equipment for projects.
- (c) To make secured or unsecured loans, participate in the making of secured or unsecured loans, undertake commitments to make secured or unsecured loans and mortgages, sell loans and mortgages at public or private sale, rewrite loans and mortgages, discharge loans and mortgages, foreclose on a

mortgage, or commence an action to protect or enforce a right conferred upon it by a law, mortgage, loan, contract, or other agreement.

- (d) To borrow money and issue its revenue bonds or revenue notes to finance or refinance part or all of the project costs and the costs necessary or incidental to the borrowing of money and issuing of bonds or notes for such purpose, and secure those bonds and notes by mortgage, assignment, or pledge of any of its money, revenues, income, and properties. Bonds and notes may be issued pursuant to this act to acquire and install projects, necessary lands, or an interest in the land or portion thereof, for the site therefor, and the necessary machinery, furnishings, and equipment for a project notwithstanding that the corporation does not own or propose to own such projects, lands, or machinery, furnishings, and equipment.
- (e) To enter into leases, lease purchase agreements, installment sales contracts or loan agreements with any person, firm or corporation for the use or sale of projects.
- (f) To mortgage or create security interests in the project, a part of the project, a lease or loan, or the rents, revenues, or sums to be paid during the term of a lease or loan, in favor of holders of bonds or notes issued by the corporation.
- (g) To sell and convey projects or any part thereof for a price and at a time as the corporation determines.
- (h) To lend, grant, transfer or convey funds, described in Section 27 of Act 338, as permitted by law, but subject to applicable restrictions affecting the use of these funds.
- (i) To assist and participate in the designation of the land area which will be acquired in the implementation of a project.
- (j) To 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.
- (k) To aid, assist and participate in clearing, rebuilding and rehabilitating blighted, deteriorated areas or structures.
- (l) To 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.



- (m) To aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto.
- (n) To hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property.
- (o) To enter into agreements, grants, and contracts with 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.
- (p) To 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.
- (q) To sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any, subject to applicable laws and regulations.
- (r) To carry on any activity for the purposes above stated, either directly or as agent for or with public authorities, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations, subject to applicable laws and regulations.
- (s) 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 by the City of Saline pursuant to Act 338 and for the foregoing purposes.
- (t) 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

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Sec. 2. Board of Directors. The Board of Directors of the corporation shall consist of not less than 9 persons, not more than 3 of

whom shall be an officer or employee of the municipality. Directors shall be public officers. The chief executive officer and any member of the governing body of the municipality may serve on the Board of Directors. These Directors shall be appointed for terms of 6 years, except of the Directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The corporation shall notify the Mayor of the City of Saline in writing of the corporation's designation of a project area and there shall be appointed promptly after such notice 2 additional Directors of the corporation who shall be representative of neighborhood residents or business interests likely to be effected by each such project proposed by the corporation and who shall cease to serve when 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 \$50.00. The meetings of the Board of Directors shall be public.

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#### ARTICLE IV

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Sec. 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. Such officers may succeed themselves in office. 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 is elected and until his successor is elected and qualified, or until his resignation or removal.

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Sec. 5. President. The president shall be the chief executive officer of the corporation, but he may from time to time delegate all or any part of his duties to an executive vice president, if one is elected, or to any vice president. He shall preside at all meetings of the Directors; he 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 shall execute all bonds, contracts, checks, and other obligations and execute bonds and interest coupons with his manual or facsimile signature in the name of the corporation as and when authorized by the Board of Directors; provided, however, that any bonds executed by facsimile signature of the president and the secretary shall be authenticated by a manual signature of a duly appointed corporate trustee or transfer agent appointed by the corporation. He shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to him by the Board of Directors.

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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 shall attend to the giving, serving and receiving of all notices or process of or against the corporation, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he shall be. He may sign with the president in the name of the corporation all bonds, contracts and other obligations and execute bonds and interest coupons with his manual or facsimile signature in the name of the corporation as and when so authorized by the Board of Directors, and when so ordered by the Board of Directors, he shall affix the seal of the corporation to any instrument requiring it or cause a facsimile thereof to be printed thereon; provided, however, that any bonds executed by facsimile signature of the president and the secretary shall be authenticated by a manual signature of a duly appointed corporate trustee or transfer agent appointed by the corporation. He shall be sworn to the faithful discharge of his duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in his absence or in the event of his 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 moneys, 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 shall sign all receipts and vouchers for payment made to the corporation. He shall jointly with such other officer as may be designated by the Board of Directors sign all checks, promissory notes and other obligations of the corporation when so ordered by the Board of Directors. He shall render a statement of his cash accounts when required by the Board of Directors. He shall enter regularly in the books of the Corporation to be kept by him for the purpose full and accurate accounts of all moneys received and paid by him on account of the corporation, and shall, at all reasonable times, exhibit his books and accounts to the Board of Directors or any member thereof when so required. He shall perform all acts incidental to the position of treasurer fixed by the bylaws and as assigned to him from time to time by the Board of Directors. He shall be bonded for the faithful discharge of his duties as treasurer, the bond to be of such character, form and in such amount as the Board of Directors may require. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his absence or in the event of his disability.

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Sec. 11. The members of the Board of Directors or any person executing any revenue bond or revenue note on behalf of a corporation shall not be liable personally on the revenue bond or revenue note, or be subject to any personal liability or accountability by reason of the issuance of the revenue bond or revenue note, by reason of acquisition, construction, ownership, or operation of a project, or by reason of any other action taken or omitted by the Board of Directors. By resolution the Board of Directors may provide for the purchase of insurance indemnifying the members of the Board from and against any and all personal liability or accountability described in this section or any loss or expense related thereto.

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#### ARTICLE XII

The Board of Directors shall convene, organize and by resolution adopt bylaws which set forth the corporation's rules of procedure and regulation of projects and which may be altered, amended or repealed by resolution of the Board of Directors.

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#### ARTICLE XIV

The Board of Directors shall adopt a Corporate Seal.

#### ARTICLE XV

All meetings of the Board of Directors shall be public and notice of such meetings will be posted in the office of the Clerk of the City of Saline once at least eighteen hours prior to the date of such meeting and the corporation shall comply with Act 267 of the Public Acts of 1976 relative to its meetings.

#### ARTICLE XVI

The corporation shall at all times be deemed to be an agency or political subdivision of the City of Saline. The books and records of the corporation and of the Board of Directors, officers and agents thereof shall be public and open to inspection and audit by the City of Saline at all reasonable times. The corporation shall submit an annual report of its activities to the Saline City Council and to the office of economic development of the Michigan department of commerce, and shall annually publish in a newspaper of general circulation a report of its revenue and expenditures for the operating year.

#### ARTICLE XVII

These Articles of Incorporation may be amended in accordance with the provisions of Act 338.

The foregoing Amendment to Articles was adopted by The Economic Development Corporation of the City of Saline at a meeting duly held on the 10th day of November, 1983.

The foregoing Amendment to Articles was approved by the City Council of the City of Saline, Michigan at a meeting duly held on the 21st day of November, 1983.