

COUNTY OF BENZIE

At a regular meeting of the Board of Commissioners of the County of Benzie, Michigan held on the 11th day of September, 1989, at 11:00 a.m. Eastern Daylight Savings Time, at the County Courthouse, Beulah, Michigan. There were:

PRESENT: Raymond Kadlec, Uledene Merrill, William McMillan, Robert Smith, Harold Srostokke, Frank Walterh

ABSENT: Robert Dodge

The following preamble and resolution were offered by Commissioner Walterhouse and supported by Commissioner Kadlec:

RESOLUTION ADOPTING

ARTICLES OF INCORPORATION
FOR THE
BENZIE COUNTY BUILDING AUTHORITY

WHEREAS, Act No. 31, Public Acts of Michigan, 1948 (First Extra Session), as amended ("Act 31"), authorizes counties, cities, villages and townships to incorporate authorities for the purpose of acquiring, furnishing, equipping, owning and improving, enlarging, operating and maintaining a building or buildings, automobile parking lots or structures, recreational facilities and stadiums, and the necessary site or sites therefor, together with appurtenant property and facilities necessary or convenient for the effective use thereof, for use of any legitimate public purpose of the county, city, village or township;

WHEREAS, the Board of Commissioners (the "Board") of the County of Benzie, Michigan (the "County") has determined that the County should incorporate such an authority in the manner and for some of the purposes provided in Act 31; and

WHEREAS, proposed Articles of Incorporation for the Benzie County Building Authority have been prepared and submitted to the Board for its review and approval;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE COUNTY OF BENZIE AS FOLLOWS:

1. The Articles of Incorporation of the Benzie County Building Authority (the "Authority") attached to this Resolution as EXHIBIT A are hereby approved and adopted.

2. The Chairman of the Board (the "Chairman") and the County Clerk are hereby authorized and directed to execute the Articles of Incorporation for and on behalf of the County.

3. When executed in duplicate by the Chairman and the County Clerk as aforesaid, the County Clerk shall file one such duplicate in the office of the County Clerk and the other with the secretary of the Authority when selected.

4. The County Clerk shall cause a copy of the Articles of Incorporation to be published once in the newspaper designated in the Articles of Incorporation and circulating within the County, accompanied by a statement that the right exists to question the incorporation of the Authority in court as provided in Act 31.

5. As promptly as possible after publication of the Articles of Incorporation as aforesaid, the County Clerk shall file one printed copy of the Articles of Incorporation with the Secretary of State and one printed copy in the office of the County Clerk, attached to each of which shall be the certificate of the County Clerk setting forth that the same is true and complete copy of the original Articles of Incorporation on file in the office of the County Clerk and also the date and place of the publication thereof.

A ROLL CALL VOTE WAS TAKEN AS FOLLOWS:

AYES: Kadlec, McMillan, Merrill, Smith, Sorsrokke
Walterhouse

NAYES: None

ABSTAINING: Absent: Dodge

THE RESOLUTION WAS DECLARED ADOPTED

CERTIFICATE

I, the undersigned, the duly qualified and acting County Clerk of the County of Benzie, Michigan, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board at a regular meeting held on September 11, 1989, the original of which is on file in my office, and that such meeting was conducted and public notice thereof was given pursuant to and in compliance with the Open Meetings Act, Act No. 267, Public Acts of Michigan, 1976, as amended, and that minutes of such meeting were kept and are available as required by such Act.


County Clerk

EXHIBIT A

ARTICLES OF INCORPORATION
OF BENZIE COUNTY BUILDING AUTHORITY

These Articles of Incorporation of the Benzie County Building Authority are adopted by the Board of Commissioners of the County of Benzie, Michigan, being the legislative body of the County, for the purpose of creating an Authority under the provisions of Act No. 31, Public Acts of Michigan, 1948 (First Extra Session), as amended ("Act 31").

ARTICLE I

Name

The name of the authority is the BENZIE COUNTY BUILDING AUTHORITY.

ARTICLE II

Incorporator

The incorporating unit creating the Benzie County Building Authority (the "Authority") is the County of Benzie, Michigan.

ARTICLE III

Purpose

The Authority is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and maintaining a building or buildings, automobile parking lots or structures, and the necessary site or sites therefor, together with the appurtenant properties and facilities necessary or convenient for the effective use thereof, for use for any legitimate public purpose of the County, and for all other purposes now or hereafter permitted under Act 31 or any successor statute.

ARTICLE IV

Powers

Section 1. The Authority shall be a body corporate with power to sue and be sued in any court of the State of Michigan.

Section 2. The Authority shall have all powers necessary to carry out the purpose of its incorporation and those incident thereto, and all powers granted to building authorities by Act 31, as now in effect or hereafter amended, including but not limited to the following:

A. The Authority shall have the power to enter into a contract or contracts with the County under which the Authority will acquire property as contemplated by the terms of Act 31 and lease such property to the County for a period not to exceed 50 years, or if the Authority issues refunding bonds pursuant to Act 31, the Authority may enter into a contract or contracts with the County under which the Authority will own or continue to own the property acquired, in part or in whole, from the sale of the bonds to be refunded and will lease the same to the County for a period not to exceed 50 years from the date of issuance of the refunding bonds.

B. For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, lease, gift, devise or condemnation, and for the purpose of condemnation, it may proceed under the provisions of Act No. 149, Public Acts of Michigan, 1911 as now in effect or hereafter amended, or any other appropriate statute.

C. For the purpose of acquiring, improving and enlarging any such building or buildings, automobile parking lots or structures, recreational facilities and stadiums, and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, and furnishing and equipping the same, and all other purposes permitted under Act 31, the Authority may issue bonds in accordance with the subject to the provisions of Act 31.

The enumeration of powers in Act 31 or in these Articles of Incorporation shall not be construed as a limitation upon the powers of the Authority.

Section 3. All property owned by the Authority shall be exempt from taxation by the State of Michigan or any taxing unit therein.

Section 4. The term of existence of the Authority shall be perpetual or until terminated by the Board of Commissioners of Benzie County (the "Board").

ARTICLE V

Commission

Section 1. The Authority shall be directed and governed by a governing body consisting of three members known as the "Commission". Each member of the Commission shall be appointed by the Chairman of the Board of Commissioners of Benzie County and approved by a majority of the Board present and voting at a lawfully held meeting of the Board. No member of the Board shall be eligible for membership or appointment to the Commission.

Section 2. The first members of the Commission appointed shall serve a term ending December 31, 1990. Each member of the Commission appointed thereafter shall serve a three-year term. Except for the first members appointed by the Board and any member appointed to fill a vacancy as provided in these Articles of Incorporation, the three-year term of each member shall commence on January 1 and expire on December 31 of the second year following the year during which such term begins.

Section 3. The Benzie County Treasurer (the "Treasurer") if he is not an appointed member of the Commission shall serve as an ex-officio member without a vote; the Treasurer shall keep all books and records of account for the Authority. The County Clerk shall act as Deputy-Secretary of the Commission without a vote.

Section 4. Vacancies on the Commission occurring for any reason (including vacancies resulting from an increase in the number of members of the Commission by amendment of these Articles of Incorporation) shall be appointed by the Chairman of the Board of Commissioners of Benzie County and approved by a majority of the Board present and voting at a lawfully held meeting of the Board. Any member appointed to fill a vacancy on the Commission shall serve for the unexpired term of the members of the Commission remaining in office at the time such appointment is made.

Section 5. The Commission shall designate one of its members as Chairperson of the Authority and one of its members as Secretary of the Authority, each to be designated for such term in office as may be fixed by the Commission.

Section 6. The Chairperson shall preside at meetings of the Commission; shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Commission; and do and perform such other duties as may be fixed by the bylaws and from time to time assigned to the Chairperson by the Commission. The Chairperson may cause his or her facsimile signature to be affixed to bonds issued by the Authority and any interest coupons attached thereto, if so authorized by resolution of the Authority.

Section 7. The Secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose; shall attend to the giving, serving and receiving of all notices on behalf of the Authority; may sign, with the Chairperson in the name of the Authority, all contracts and bonds, if so authorized by the Commission; and when so ordered, shall affix the seal of the Authority thereto if a seal has been adopted. The Secretary may cause his or her facsimile signature to be affixed to bonds and any interest coupons attached thereto, if so authorized by resolution of the Authority. The Secretary shall preside at meetings of the Commission in the absence of the Chairperson and in general perform all the duties incident to the office of Secretary.

Section 8. The Treasurer of the Authority shall be the Benzie County Treasurer so long as he shall hold such office. The Treasurer may be but need not be a member of the Commission. The Treasurer shall have custody of all the funds and securities of the Authority which may come into his or her hands. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Authority, checks, notes and other obligations and deposit them to the credit of the Authority in banks or depositories designated by the Commission; shall sign all receipts and vouchers for payments made to the Authority; shall jointly, with such other officer as may be designated by the Commission, sign all instruments of the Authority when so ordered by the Commission; shall render a statement of the Authority's cash accounts when required by the commission; shall keep full and accurate accounts of all monies received and paid by the Treasurer on account of the Authority; and shall at all reasonable times exhibit his or her books and accounts to the Commission, or any member thereof, when so requested. The Treasurer shall perform all acts incidental to the position of Treasurer fixed by the bylaws and as assigned from time to time by the commission. The Treasurer shall be bonded for the faithful discharge of his other duties as Treasurer, the premium to be paid by the Authority.

Section 9. Officers of the Authority and members of the Commission shall receive the same ~~compensation~~ per diem and mileage payments as are fixed by the Board of Commissioners for the Board of Commissioners.

Section 10. The Commission or any of its members may be removed from office for cause by an affirmative majority vote of the Board.

Section 11. The books and records of the Authority, the Commission and officers and agents thereof shall be open to inspection and audit by the Board at all reasonable times. The Authority shall submit an annual report to the Board.

Section 12. The Commission shall adopt and may amend bylaws and rules of procedure in accordance with the provisions of Act 31.

Section 13. The Commission may adopt a seal.

ARTICLE VI

Notice of Incorporation

The County Clerk shall cause a copy of these Articles of Incorporation to be published in the Benzie Record Patriot, Beulah, Michigan, being a newspaper of general circulation within the County, as provided by Act 31, accompanied by a statement that the right exists to question the incorporation of the Authority in court as provided in Act 31.

ARTICLE VII

Amendments

Amendments may be made to these Articles of Incorporation as provided in Act 31, but no such amendment shall impair the obligation of any bond or other contract then outstanding.

ARTICLE VIII

Registered Agent

The location of the registered office is:

Office of the County Clerk
Benzie County Court House
Beulah, Michigan 49617

The registered mailing address is:

Office of the County Clerk
Benzie County Court House
Beulah, Michigan 49617

ARTICLE IX

Bond Obligation

No provision contained in these Articles of Incorporation shall impair the obligation of any bond or contract which has been authorized or delivered prior to the effective date hereof.

ARTICLE X

Effective Date

These Articles of Incorporation shall become effective on, and be in full force and effect from and after, the date of their adoption by the Board.

IN WITNESS WHEREOF, the Board of Commissioners of Benzie County, Michigan has adopted, and authorized its Chairman and the County Clerk to execute, these Articles of Incorporation on September, 11, 1989 1989.

COUNTY OF BENZIE

By: Gledene Merrill
Chairman

By: Jean Bowers
County Clerk

The foregoing Articles of Incorporation were adopted by the Board of Commissioners of Benzie County, Michigan, at a meeting duly held on the 11th day of September, 1989.

Dated: September 11, 1989.

Jean Bowers
County Clerk

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