

Proposed Amendment of Article V
Articles of Incorporation
Benzie County Building Authority

Article V of the Articles of Incorporation of the Benzie County Building Authority is hereby amended to read as follows:

ARTICLE V. COMMISSION

Section 1. The Authority shall be directed and governed by a governing body consisting of five members known as the "Commission". Each member of the Commission shall be appointed by a majority of the Board of Commissioners 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.

Commission terms ending December 31, 2017, as well as any vacancies resulting from an increase in the number of members of the commission by amendment of these Articles of Incorporation, will be divided into three classes, designated class I (two members), class II (two members), and class III (one member). When members are appointed to the Commission, class I members shall be appointed for term ending December 31, 2018, class II members for a term ending December 31, 2019, and class III members for a term ending December 31, 2020. When these terms expire, the Board of Commissioners must elect for three-year terms successors to the class of members whose terms have expired.

Section 3. The Benzie County Treasurer (the "Treasurer") if she 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 a majority of the Board of Commissioners 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 or she 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.

Section 9. The Treasurer shall perform all acts incidental to the position of Treasurer filed by the bylaws and as assigned from time to time by the commission. The Treasurer shall be bonded for the faithful discharge of his or her other duties as Treasurer, the premium to be paid by the Authority. Officers of the Authority and members of the Commission shall receive the

same amount of 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.

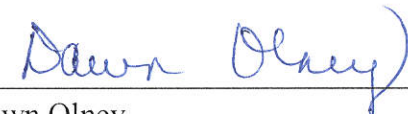
Section 12. The Commission shall adopt and may amend bylaws and rules of procedure in accordance with the provisions of Act 31.

Section 13. The Commission may adopt a seal.

October
Dated: ~~September~~ 5, 2017

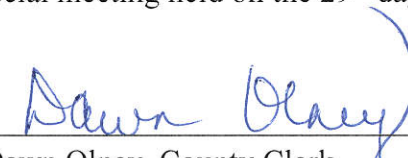

Custer Carland
Chairperson

Dated: September 29, 2017


Dawn Olney
County Clerk

CERTIFICATION

The foregoing amendment to the articles of incorporation was adopted by the Board of Commissioners for Benzie County, Michigan, at a special meeting held on the 29th day of September, 2017.


Dawn Olney, County Clerk