

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

SOUTHEAST MICHIGAN LAND CONSERVANCY

ID NUMBER: 720481

received by facsimile transmission on June 2, 2011 is hereby endorsed

Filed on June 2, 2011 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 6TH day of June, 2011.

Director

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

JAMES T. WEINER & ASSOCIATES, P.C.

Address

30600 TELEGRAPH, SUITE 3350

City

State

Zip Code

BINGHAM FARMS**MICHIGAN****48025-4533**

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Non-Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:

SOUTHEAST MICHIGAN LAND CONSERVANCY

2. The identification number assigned by the Bureau is:

720-481

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was:

07-11-1988

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:

SOUTHEAST MICHIGAN LAND CONSERVANCY

ARTICLE II

The purpose or purposes for which the corporation is organized are:

SEE ATTACHED

ARTICLE III

1. The corporation is organized upon a NON-STOCK basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

When started the organization had no assets. As of 12-31-2008, the organization held interests in real property throughout the seven county area of Southeast Michigan with a value in excess of \$3,400,000. The real property is held for its conservation values pursuant to IRS regulations.

and the description and value of its personal property assets are: (if none, insert "none")

When started the organization had no assets. As of 12-31-2008, the organization held personal property in excess of \$300,000 consisting of cash and marketable securities is being held as restricted (endowments and other restrictions), general operating funds, furniture and equipment.

(The valuation of the above assets was as of DECEMBER 31 , 2008)

The corporation is to be financed under the following general plan:

The corporation is currently an IRS 501(C)(3) qualified charitable organization and is currently being financed with donations from individuals, foundations and other entities.

The corporation is organized on a DIRECTORSHIP basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
8383 VREELAND ROAD SUPERIOR TOWNSHIP , Michigan 48198
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: JILL A. LEWIS, Executive Director

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

SEE ATTACHED

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO **NOT** FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

- a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

- b. These Restated Articles of Incorporation were duly adopted on the 26TH day of MAY, 2011 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and: (check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of **all** the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

were duly adopted by the written consent of **all** the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 1ST day of JUNE, 2011

By 
(Signature of President, Vice President, Chairperson, or Vice Chairperson)

JAMES T. WEINER, PRESIDENT
(Type or Print Name) (Type or Print Title)

Preparer's name JAMES T. WEINER, ATTORNEY AT LAW

Business telephone number (248) 901-0750

INFORMATION AND INSTRUCTIONS

- 1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
- 2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

- 3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
- 4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
- 5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
- 6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
- 7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
 Item 5(a): must be signed in ink by an authorized officer or agent.
 Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
- 8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
 Bureau of Commercial Services
 Corporation Division

P.O. Box 30054
 Lansing, Michigan 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First time users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

**SOUTHEAST MICHIGAN LAND CONSERVANCY
ARTICLES OF ORGANIZATION
RESTATED**

Article II: The purpose or purposes for which the corporation is organized are:

To promote the wise use and conservation of our land resources;

To acquire, maintain, and protect open space (e.g., any area free of intensive residential, commercial or industrial development) including, but not limited to, nature sanctuaries, nature preserves, natural areas, wetlands, forests, parks, prairies, farms and associated land and buildings, demonstration farms, community gardens, and other environmentally or culturally significant areas (many of which contain, or contribute to, habitat for fish, wildlife, and plants, sustain agriculture or enrich the quality of life for area residents), by acquiring fee title to properties, obtaining conservation easements and/or securing development rights, and to hold land or interests in land in trust for the people of the State of Michigan in perpetuity;

To educate the public on the importance of maintaining parks and natural areas for environmental protection, wildlife habitat, and for enhancing the quality of life of area residents, and to provide opportunities for people to interact with nature and farm land;

To assist local governments in developing land use plans and park land acquisition and maintenance programs; to assist in developing resource inventories including, but not limited to, open space, wetlands, forests, flood plains, farmland, plant and animal species and associated wildlife habitats; and overall to promote, preserve, and maintain our land resources for the benefit of present and future generations.

History amended 12-29-05

Article VI: No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree engage in any powers that are not in furtherance of the purposes of this corporation.

History amended 12-28-89

Article VII: In the event of dissolution, all debts and liabilities shall first be paid according to their respective priorities. Any remaining assets shall be contributed to a similar non-profit charitable organization which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

History amended 12-28-89

Article VIII: All real property owned by the corporation that is held for conservation purposes shall be open to all residents of the state for educational or recreational use, including, but not limited to, low-impact, nondestructive activities such as hiking, bird watching, nature study, cross-country skiing, or snowshoeing. Such use shall be limited to those that do not interfere with the purposes for which such land is held, therefore any recreational activities which in the view of the corporation are destructive, or potentially destructive, to the environment, including, but not limited to, activities such as off-road motorized vehicles, horseback riding or off-road biking, shall be strictly prohibited unless specifically approved by the corporation for specific properties, or areas of properties, on a case-by-case basis.

History amended 12-29-05

Article IX: All real property, and interests in real property, owned by the corporation that are held for conservation purposes shall be protected in perpetuity. No conservation property shall be released from permanent protection unless both of the following conditions are satisfied:

- (i) The property is no longer suitable for the purposes described in these Articles of Incorporation
- (ii) The sale of the property, or release of the interest, is approved by a majority vote of the directors.

No officer, board member, employee, or trustee or the family member of an officer, board member, employee, or trustee shall benefit from the sale, or release, of any of the corporation's interests in property.

History amended 12-29-05

Article X: For the purposes above "Nature sanctuaries", "nature preserves" and "natural areas" shall mean areas that predominately contain natural habitat for fish, wildlife and plants, including, but not limited to, parks, open space, wetlands, woodlands, forests, and flood plains. Farmland, e.g., land currently under active, or formerly under active, agricultural cultivation, and associated buildings and structures, that are contiguous to, or associated with, natural areas intended to be conserved shall be considered an extension of such natural areas because productive agriculture land provides important habitat and food sources for wildlife, especially for resident and migratory birds. Such farm land may, in the future, also be allowed to revert to a more natural condition to extend the habitat for fish, wildlife and plants.

History amended 12-29-05

ARTICLE XI

The Corporation hereby assumes all liability to any person other than the Corporation for all acts or omissions of a director who is a volunteer director as defined in the Michigan Nonprofit Corporation Act, incurred in the good faith performance of the director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

History new, added June 1, 2011

ARTICLE XII

The Corporation assumes the liability for all acts or omissions of a volunteer director or volunteer officer, if all of the following are met:

- A. The volunteer director or officer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer director or officer was acting in good faith;
- C. The volunteer director's or officer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The volunteer director's or officer's conduct was not an intentional tort; and
- E. The volunteer director's or officer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

The provisions of this Article are intended to be in addition and supplemental to the provisions of Article XI and shall not reduce any liability protection afforded volunteer directors by the said Article XI under the laws of the State of Michigan.

ARTICLE XIII

No member of the Board of Directors of the Corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this Corporation for monetary damages for a breach of the director's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

1. a breach of the director's duty of loyalty to the corporation;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. a violation of section 551(1) of the Act;
4. a transaction from which the director derived an improper personal benefit;
5. an act or omission occurring before the filing of the Articles of Incorporation; or
6. an act or omission that is grossly negligent.

History new, added June 1, 2011