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FEB 18 1999 RESTATED ARTICLES OF ASSOCIATION
OF THE OTSEGO COUNTY FAIR ASSOCIATION
(A NONPROFIT CORPORATION)

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Pursuant to the provisions of Act 80 of Public Acts 1855, as amended, being MCLA 453.231, et seq., Act 106 of Public Acts of 1893, as amended, being MCL 453.291, et seq., Act 162 of Public Acts of 1982, as amended, being MCL 450.2101, et seq., and Act 2 of Public Acts of 1945, being MCL 450.411, the undersigned Michigan nonprofit corporation hereby amends and restates its Articles of Association, and executes the following Amended Restated Articles:

- A. The present name of the corporation is: Otsego County Fair Association.
- B. The identification number assigned by the Corporations & Securities Bureau is: 803060.
- C. All former names of the corporation are: None.
- D. The date of filing the original Articles of Association was: July 30, 1954.
- E. The dates of filing any prior amendments to the Articles of Association were: None.
- F. The following Restated Articles of Association supersede and replace the original Articles of Association, as amended, and shall be the Articles of Association of the corporation:

ARTICLE I

The name by which this corporation shall be known is: Otsego County Fair Association

ARTICLE II

The purpose of purposes for which the corporation is organized are to promote and advance the interest of our agriculture, horticulture, household arts and mechanic arts and sciences, and all kindred sciences and arts and their varied branches; to promote and conduct agricultural, industrial, educational and recreational fairs and exhibitions, and to promote enter-

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tainment and amusement therewith for the purpose of drawing the attention of the public thereto, and to do and perform any and all acts authorized by law to be done and performed by a corporation organized under the laws referred to.

ARTICLE III

The principal place at which the operations are to be conducted is in the County of Otsego, State of Michigan. The mailing address of the current registered office is: P.O. Box 500, Gaylord, Michigan 49735. The address of the current registered office is 895 North Center, Gaylord, Michigan 49735. The name of the current Resident Agent of the corporation is: Robert Widger.

ARTICLE IV

The term of existence of the corporation is perpetual.

ARTICLE V

The Otsego County Fair Association is a nonprofit corporation set up on a membership basis. Any person who has attained the age of 18 years may become a member of this association upon payment of the membership fee at a time and in an amount and manner as prescribed by the By-laws, a sum of money not to exceed \$25.00, and upon agreeing to the requirements of the By-Laws, rules and regulations of the association now and hereafter in effect.

The Board of Directors of this corporation shall consist of not less than 5 members, who shall have the management of this corporation. The names of those persons comprising the Board of Directors at the time of adoption and approval of these Restated Articles on January 12, 1999 are as follows:

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|---------------------|---------------------------------|
| 1. Robert Widger | President (also Resident Agent) |
| 2. Richard Sumerix | Vice-President |
| 3. Denise Gapinski | Secretary / Treasurer |
| 4. Rebecca Sewell | Recording Secretary |
| 5. Audie Sehl | |
| 6. Shirley Bates | |
| 7. Vince LaRosa | |
| 8. Wayne Ballard | |
| 9. Ken Kuznicki | |
| 10. Joyce Burgdorf | |
| 11. Larry Nowak | |
| 12. Chuck Klee | |
| 13. Dan Slivinski | |
| 14. George Campbell | |
| 15. Dawn Ellison | |
| 16. | |

ARTICLE VI

Consistent with Section 209 of Michigan's Nonprofit Corporation Act, being Act 162 of Public Acts of 1982, as amended, being MCL 450.2209, elimination and/or assumption of volunteer directors, volunteer officers, and/or other volunteers' liability shall be as follows:

- A. A volunteer director or volunteer officer of the corporation shall not be personally liable to the corporation, or its members for monetary damages for breach of a director's or officer's fiduciary duty, except for any of the following:
1. A breach of the director's or officer's duty of loyalty to the corporation or its members.
 2. Acts or omissions not in good faith or that involve intentional misconduct or a known violation of the law.
 3. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended, being MCL 450.2551(1).
 4. A transaction from which the director or officer derived an improper personal benefit.
 5. An act or omission occurring before the effective date of the provision granting limited liability.
 6. An act or omission that is grossly negligent.

- B. For as long as the corporation is tax exempt under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, the corporation shall assume all liabilities to any person or entity other than the corporation, or its members, for all acts or omissions of a volunteer director occurring on or after the date of these Restated Articles of Association, incurred in good faith performance of the volunteer director's duties.
- C. The corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer, occurring on or after the effective date of this provision granting limited liability, if all of the following are met:
1. The volunteer was acting, or reasonably believed he or she was acting, within the scope of his or her authority.
 2. The volunteer was acting in good faith.
 3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
 4. The volunteer's conduct was not an intentional tort.
 5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act 218 of Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.
- D. This Article shall serve to eliminate, assume or limit personal liability of volunteer directors, volunteer officers and other volunteers to the fullest extent permitted by Michigan law. If Michigan's Nonprofit Corporation Act is subsequently amended to authorize corporate action to further eliminate, assume or limit the personal liability of volunteer directors, volunteer officers or other volunteers, then the liability of the volunteer director or volunteer officer or other volunteer of the corporation shall be automatically considered eliminated, assumed or limited to the fullest extent permitted by Michigan's Nonprofit Corporation Act, as amended. Any future repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection of a volunteer director, volunteer officer or other volunteer of the corporation which existed up to and at the time of such repeal or modification.

ARTICLE VII

The corporation shall indemnify to the fullest extent allowed by and consistent with Michigan's Nonprofit Corporation Act, being Act 162 of Public Acts of 1982, as amended, any person who was or is a party or has threatened to be made a party to any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the corporation or served any other enterprise at the request of the corporation. The person to be indemnified must have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VIII

The corporation may purchase or maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, nondirector volunteer, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against liability pursuant to the provisions of Michigan's Non-profit Corporation Act, as amended.

THESE RESTATED ARTICLES OF ASSOCIATION WERE DULY ADOPTED ON THE 12TH DAY OF JANUARY, 1999, IN ACCORDANCE WITH THE PROVISIONS OF ACT 80 OF PUBLIC ACTS OF 1855, AS AMENDED, ACT 106 OF PUBLIC ACTS OF 1893, AS AMENDED, ACT 162 OF PUBLIC ACTS OF 1982, AS AMENDED.

THESE RESTATED ARTICLES OF ASSOCIATION RESTATE, INTEGRATE AND DO FURTHER AMEND THE PROVISIONS OF THE PRIOR ARTICLES OF ASSOCIATION WHICH WERE DULY ADOPTED BY THE VOTE OF THE MEMBERS. THE NECESSARY TWO-THIRDS VOTE OF THE MEMBERS PRESENT AT SAID MEETING, AS REQUIRED BY SECTION 10 OF ACT 80 OF THE PUBLIC ACTS OF 1855, AS AMENDED, WERE CAST IN FAVOR OF THESE RESTATED ARTICLES OF ASSOCIATION.

