



Michigan Department of Commerce

Lansing, Michigan

*This is to Certify That Articles of Incorporation of
OTSEGO COUNTY SPORTSPLEX*

*were duly filed in this office on the 29th day of November, 1994,
in conformity with Act 162, Public Acts of 1982.*



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 29th day
of November, 1994.*

Carl L. Jor , Director
Corporation & Securities Bureau

C-5502

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#20.00

FILED

ARTICLES OF INCORPORATION

RECEIVED

NOV 29 1994

OF

NOV 28 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

OTSEGO COUNTY SPORTSPLEX

MICHIGAN DEPT. OF COMMERCE

Pursuant to the provisions of Act No. 162, Public Acts of 1982, the undersigned Incorporators execute the following Articles of Incorporation for the purpose of forming a Michigan nonprofit corporation:

729-968

ARTICLE I

The name of the Corporation is Otsego County Sportsplex.

ARTICLE II

The purposes for which the Corporation is organized are as follows:

- 2.1 To provide by written contract with the County of Otsego, Michigan, for the leasing, management and operation of a recreational and sports complex to be constructed in Otsego County, Michigan, which shall include, without limitation, an indoor ice skating rink and swimming pool for use by residents of Otsego County and the public.
- 2.2 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.
- 2.3 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Code and regulations as they now exist or as they may hereafter be amended.
- 2.4 The Corporation is organized pursuant to the Michigan Nonprofit Corporation Act and is organized for nonprofit purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers, 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 this Article.

BM/LZ

ARTICLE III

The Corporation is organized upon a nonstock, directorship basis. The description and value of the assets which the Corporation possesses is:

Real Property: None

Personal Property: None

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

By fees charged to users of the sports and recreational facilities to be managed and operated by the Corporation and by contributions to it of funds and other properties, and by income from investments, for its purposes as herein stated and for no other purpose.

ARTICLE IV

A director of the Corporation shall not be personally liable to the Corporation or to its other directors for monetary damages for a breach of fiduciary duty as a director arising under applicable law. However, this Article shall not eliminate or limit the liability of a director for any of the following:

- A. A breach of the director's duty of loyalty to the Corporation or to its other directors;
- B. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- C. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the director derives an improper personal benefit;
- E. An act or omission occurring before the date these Articles of Incorporation are filed with the Michigan Department of Commerce; or
- F. An act or omission that is grossly negligent.

In the event the Michigan Nonprofit Corporation Act is amended after the approval of this Article to authorize corporate action further eliminating or limiting the personal liabilities of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, so amended. Any repeal, modification, or adoption of any other provisions in these Articles of Incorporation

inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal, modification or adoption. As used in this Article, the term "director" means "volunteer director" as defined in Section 110 of the Michigan Nonprofit Corporation Act.

ARTICLE V

The Corporation assumes all liability to any person other than the Corporation and its other directors for all acts or omissions of a director on behalf of the Corporation, occurring on or after the date of filing these Articles of Incorporation. No claim for monetary damages for a breach of a director's duty to any such person shall be brought or maintained against a director. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, repeal, modification or adoption. As used in this Article, the term "director" means "volunteer director" as defined in Section 110 of the Michigan Nonprofit Corporation Act.

ARTICLE VI

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether formal or informal and whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation.

The Corporation may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.

The right of indemnity provided pursuant to this Article shall not be exclusive, and the Corporation may provide indemnification to any person, by agreement or otherwise, on such

terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE VII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation for one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE IX

Any action required or permitted by the Nonprofit Corporation Act of Michigan to be taken at an any meeting of directors may be taken without a meeting, without prior notice and without a vote, if, before or after the action, a consent in writing, setting forth the action so taken, is signed by all directors.

ARTICLE X

The address of the initial registered office, which is the same as the mailing address, is 101 West Main Street, Gaylord, Michigan 49735.

The name of the initial resident agent at the registered office is Thomas M. Gill.

ARTICLE XI

The names and addresses of the Incorporators are:

Paul M. Beachnau
101 West Main Street
Gaylord, Michigan 49735

Richard L. Beachnau
230 East Petoskey
Gaylord, Michigan 49735

Terrence Distel
1723 M-32 West
Gaylord, Michigan 49735

Thomas M. Gill
3248 Rusnell
Elmira, Michigan 49730

Sharon Grendel
2822 Kujawa Road
Gaylord, Michigan 49735

Stephen M. Johnson
128 N. Court
Gaylord, Michigan 49735

Carol Nelson-Snyder
135 Center Street
Gaylord, Michigan 49735

W. Andrew Peck
2567 Big Lake Road
Gaylord, Michigan 49735

D. Richard Weber
4815 Old 27 South
Gaylord, Michigan 49735

Thomas H. Weiss
833 West Main Street
Gaylord, Michigan 49735

IN WITNESS WHEREOF, the Incorporators of the Corporation have signed these Articles of Incorporation on this 31st day of October, 1994.

Paul M. Beachnau
Paul M. Beachnau

Richard L. Beachnau
Richard L. Beachnau

Terrence Distel
Terrence Distel

Thomas M. Gill
Thomas M. Gill

Sharon Grendel
Sharon Grendel

Stephen M. Johnson
Stephen M. Johnson

Carol Nelson-Snyder
Carol Nelson-Snyder

W. Andrew Peck
W. Andrew Peck

D. Richard Weber
D. Richard Weber

Thomas H. Weiss
Thomas H. Weiss

AFTER FILING, RETURN TO:

**Jeffrey L. Schad
Varnum, Riddering, Schmidt & Howlett
P. O. Box 352
Grand Rapids, MI 49501-0352**

BYLAWS
OF
OTSEGO COUNTY SPORTSPLEX
A Michigan Nonprofit Corporation

ARTICLE I
OFFICES

1.1 Registered Office. The registered office of the corporation shall be located at the address specified in the Articles of Incorporation or at such other place as may be determined by the Board of Directors if notice thereof is filed with the State of Michigan.

1.2 Other Offices. The business of the corporation may be transacted at such locations other than the registered office, within or outside the State of Michigan, as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE II
DIRECTORS

2.1 Board of Directors. The business and affairs of the corporation shall be managed by a Board of Directors which shall be the governing body of the corporation. The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) members as shall be determined from time to time by the affirmative vote of a majority of the directors then in office. The initial Board of Directors shall consist of ten (10) members. Directors shall be elected by the affirmative vote of a majority of the directors then in office and shall hold office for an indefinite term until their resignation or removal. All members of the Board of Directors shall be residents of Otsego County.

2.2 Resignation and Removal. A director may resign by written notice to the corporation, which resignation is effective upon its receipt by the corporation or at a subsequent time as set forth in the notice. Any director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office.

2.3 Vacancies and Increase in Number. Vacancies on the Board of Directors occurring for any reason, including an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office at any regular or special meeting. A director chosen to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office for an indefinite term until his or her resignation or removal.

2.4 Place of Meetings and Records. The directors shall hold their meetings and maintain the minutes of the proceedings of the Board of Directors, and committees of the Board of Directors, if any, and keep the books and records of account for the corporation in such place or places, within or outside the State of Michigan, as the Board of Directors may from time to time determine.

2.5 Annual Meetings. The annual meeting of the Board of Directors shall be held at a time and place as determined by the Board.

2.6 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

2.7 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by him or her on the written request of any two (2) directors upon at least two (2) days written notice to each director or twenty-four (24) hours notice given personally or by telephone. The notice does not need to specify the business to be transacted or the purpose of the special meeting. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting, except for a director who attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

2.8 Quorum and Vote. Two-thirds (2/3) of the directors then in office constitutes a quorum for the transaction of business by the Board of Directors, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the members present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present.

2.9 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors then in office, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors, or such committee, consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and the consent shall have the same effect as a vote of the Board of Directors or committee for all purposes.

2.10 Corporate Seal. The Board of Directors may authorize a suitable corporate seal, which seal shall be kept in the custody of the Secretary and used by the Secretary.

2.11 Compensation of Directors. Directors shall not receive any salaries for their services, but the directors may be paid their expenses, if any, of attendance at meetings of the Board or of any committee of which they are a member.

2.12 Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate an executive committee consisting of one or more of the directors of the corporation. At all meetings of the executive committee, two-thirds (2/3) of the members of the committee shall constitute a quorum and the act of a majority of the members present at any executive committee meeting at which there is a quorum present shall be the act of the executive committee. The executive committee, to the extent provided in said resolution or in these Bylaws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. The Board may designate one or more other committees which shall have such powers and duties as may be determined by the Board. All committees shall keep regular minutes of their proceedings and report to the Board when required. No committee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, fill vacancies in the Board of Directors, fix compensation of the directors for serving on the Board or on a committee or amend these Bylaws.

2.13 Meeting Participation by Use of Communication Equipment. Members of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section 2.13 shall constitute presence at the meeting.

ARTICLE III OFFICERS

3.1 Officers. The officers of the corporation shall be a president, a treasurer, and a secretary, all of whom shall be elected by the Board of Directors. In addition, the Board of Directors may elect a chairperson and one or more vice presidents who shall also be officers of the corporation if elected. Each officer shall hold office for an indefinite term until his or her resignation or removal. None of the officers of the corporation, other than the chairperson, if any, need be directors.

3.2 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Board may, by specific resolution, empower the chairperson, the president, or the executive committee, if such a committee has been designated by the

Board, to appoint such subordinate officers or agents and to determine their powers and duties.

3.3 Removal. The chairperson, president, any vice president, secretary, or treasurer may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the directors then in office. Any assistant secretary or assistant treasurer, or subordinate officer or agent appointed pursuant to Section 3.2, may be removed at any time, with or without cause, by action of the Board of Directors or by the committee or officer, if any, empowered to appoint such assistant secretary or assistant treasurer or subordinate officer or agent.

3.4 Compensation of Officers. Compensation of officers for services rendered to the corporation shall be established by the Board of Directors.

3.5 Chairperson. The chairperson of the Board of Directors, if one be elected, shall be elected by the directors from among the directors then serving. The chairperson of the Board shall preside at all meetings of the Board of Directors and shall perform such other duties as may be determined by resolution of the Board of Directors including, if the Board shall so determine, acting as the chief executive officer of the corporation, in which case the chairperson shall have general supervision, direction, and control of the business of the corporation and shall have the general powers and duties of management usually vested in or incident to the office of the chief executive officer of a corporation.

3.6 President. Unless the Board shall determine otherwise, the president shall be the chief executive officer as well as the chief operating officer of the corporation and shall have general supervision, direction, and control of the business of the corporation as well as the duty and responsibility to implement and accomplish the objectives of the corporation. In the absence or nonelection of a chairperson, the president shall preside at all meetings of the Board of Directors. The president shall perform such other duties as may be assigned by the Board of Directors.

3.7 Vice Presidents. Each vice president shall have such power and shall perform such duties as may be assigned by the Board of Directors and may be designated by such special titles as the Board of Directors shall approve.

3.8 Treasurer. The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be selected by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the chief executive officer, taking proper vouchers for such disbursements. In general, the treasurer shall perform all duties incident to the office of treasurer and such other duties as may be assigned by the Board of Directors.

3.9 Secretary. The secretary shall give or cause to be given notice of all meetings of directors and all other notices required by law or by these Bylaws; provided, however, that in the case of the secretary's absence, or refusal or neglect to do so, any such notice may be given by any person so directed by the chief executive officer or by the directors, as provided in these Bylaws. The secretary shall record all the proceedings of meetings of the directors in one or more books provided for that purpose and shall perform all duties incident to the office of secretary and such other duties as may be assigned by the Board of Directors.

3.10 Assistant Treasurers and Assistant Secretaries. Assistant treasurers and assistant secretaries, if any shall be appointed, shall have such powers and shall perform such duties as shall be assigned to them by the Board of Directors or by the officer or committee who shall have appointed such assistant treasurer or assistant secretary.

3.11 Bonds. If the Board of Directors shall require, the treasurer, any assistant treasurer, or any other officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of his or her respective duties and offices.

ARTICLE IV CONTRACTS, LOANS, CHECKS, AND DEPOSITS

4.1 Contracts. The Board of Directors may authorize any officer, or officers, or agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

4.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution adopted by a majority of the directors then in office. Such authorization may be general or confined to specific instances.

4.3 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, or officers, or agent, or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4.4 Deposits. All funds of the corporation, not otherwise employed, shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE V
MISCELLANEOUS**

5.1 Fiscal Year. The fiscal year of this corporation shall be fixed by resolution of the Board of Directors.

5.2 Notices. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation, or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a Post Office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the corporation. Such notice shall be deemed to have been given at the time and on the day of such mailing.

5.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

5.4 Voting of Securities. Securities of another corporation, foreign or domestic, standing in the name of the corporation, which are entitled to vote may be voted, in person or by proxy, by the chairperson or the president of the corporation or by such other or additional persons as may be designated by the Board of Directors.

**ARTICLE VI
INDEMNIFICATION**

The corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act any person, and his or her estate and personal representatives, who is made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative or investigative, because such person is or was a director, officer, agent or employee of the corporation or serves or served any other enterprise at the request of the corporation.

**ARTICLE VII
AMENDMENTS**

These Bylaws may be amended or repealed or new Bylaws adopted by the affirmative vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors, without prior notice of intent to do so.

Adopted on December __, 1994

OTSEGO COUNTY SPORTSPLEX

By: _____

Its: _____

N377.213