

THE ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF EAST LANSING

ARTICLES OF INCORPORATION

(A Michigan Public Corporation organized under the provisions of Act No. 338, Public Acts of 1974, as amended.)

ARTICLE I

Name: The name of the Corporation is THE ECONOMIC DEVELOPMENT CORPORATION OF THE CITY OF EAST LANSING.

ARTICLE II

Purpose: The Corporation is organized pursuant to Act 338 of the Public Acts of 1974, as amended, ("Act 338") to perform essential public purposes and functions of the City and State. Its purposes will be to alleviate and prevent conditions of unemployment, to assist and retain local industries and commercial enterprises in order to strengthen and revitalize the economy of the City and the State of Michigan, to provide means and methods for the encouragement and assistance of industrial and commercial enterprises in locating and expanding in the City, to encourage the location and expansion of commercial enterprises to provide needed services and facilities to the City and its residents, and in general to accomplish all the purposes set forth in Act 338.

ARTICLE III

Powers: The Corporation shall be a public body corporate with power to sue and be sued in any court of this State. The Corporation shall have the following enumerated powers necessary to carry out the purposes of its incorporation. The enumeration of any powers in this Article shall not be construed as a limitation upon the general powers of the Corporation as provided by the Laws of the State of Michigan:

a) To construct, acquire by gift or purchase, reconstruct, improve, maintain, or repair "projects" and acquire the necessary" lands for the site therefore. The term "Projects" shall hereinafter mean the following: land and existing or planned improvements suitable for use by an industrial or commercial enterprise or a replacement housing project incidental to an industrial or commercial enterprise, including necessary buildings, improvements, or structures suitable for and intended for or incidental to use as an industrial or commercial enterprise, including industrial park or industrial site improvements, or a replacement housing project incidental to an industrial or commercial enterprise, or a housing project constructed for the purpose of renting the units in the housing project at fair market value to persons who are 50 years of age or older, and the machinery, furnishings, and the equipment necessary, suitable, intended for or incident to a commercial, industrial, or residential use in connection with the buildings or structure, and such other or further meaning as the term "Project" shall be given by Section 3(e) of Act 338, as now or hereafter amended.

- (b) To acquire by gift or purchase the necessary machinery, furnishings, and equipment for "Projects."
- (c) To borrow money and issue its revenue bonds or revenue notes to finance part or all of the cost of the acquisition, purchase, construction, reconstruction, or improvement of "Projects" or any part thereof, the cost of the acquisition, and improvement of the necessary sites therefor, the acquisition of machinery, furnishings, and equipment therefor, and the costs necessary or incidental to the borrowing of money and issuing of bonds or notes for such purpose.
- (d) To enter into leases, lease purchase agreements, or installment sales contracts with any person, firm, or corporation for the use or sale of "Projects".
- (e) To mortgage "Projects" in favor of any lender of money to the corporation.
- (f) To sell and convey "Projects" or any part thereof for a price and at a time as the corporation determines.
- (g) To lend, grant, transfer or convey funds, described in Section 27 of Act 338, as permitted by law, but subject to applicable restrictions affecting the use of these funds.
- (h) Assist and participate in the designation of the "Project area" which will be acquired in the implementation of a "project", and prepare, assist, and aid in the preparation of project plans, services, studies, and recommendations relative to the public purposes of the corporation and secure approval of the same by the necessary public agencies.
- (i) Enter into agreements and contracts with and accept grants from any State or Federal agency or department, or political subdivision, agency, or department thereof, or any other official public body and any individual, corporation, or other organization in connection with the purpose of the corporation, subject to applicable laws and regulations.
- (j) Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property.
- (k) Accept, hold, own, and acquire by bequest, devise, gift, purchase, lease, or condemnation, any property, real or mixed, whether tangible or intangible, without limitation as to kind, amount, or value.
- (l) Sell, convey, lease, rent, and mortgage any such property, or any interest therein, or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, in any, subject to applicable laws and regulations.
- (m) Finance all or a part of any project by the issuance of revenue bonds or revenue notes, the interest on which shall be exempt from all taxation except estate and transfer taxes.

(n) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized by the County under the above statutes and for the above purposes.

ARTICLE IV

SECTION 1. Directors Management. The business and affairs of the Corporation shall be managed by its Board of Directors except as otherwise provided by statute, by the Articles of Incorporation or by the By-Laws.

SECTION 2. Board of Directors. The Board of Directors of the Corporation shall consist of not less than 9 persons, not more than 3 of whom shall be an officer or employee of the City. The City Manager and any member of the City Council may serve on the Board of Directors. These Directors shall be appointed for terms of 6 years, except of the directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The Corporation shall notify the City Manager in writing upon the Corporation's designation of the project area and there shall be appointed promptly after that notice 2 additional Directors of the Corporation who shall serve only in respect to that project and shall be representative of the neighborhood residents and business interests likely to be affected by the project proposed by the Corporation and who shall cease to serve when the project for which they are appointed is either abandoned or, if undertaken, is completed in accordance with the project plan. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than \$50.00. The meetings of the Board of Directors shall be public.

SECTION 3. Appointment of Board. The Mayor with the advice and the consent of the City Council shall appoint the members of the Board of Directors. Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until the director's successor has been appointed. A director may be re-appointed to serve additional terms. If a vacancy is created by death or resignation or removal by operation of law, a successor shall be appointed within 30 days to hold office for the remainder of the term of the vacated office.

SECTION 4. Removal. A director may be removed from office for cause by a majority vote of the City Council.

SECTION 5. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose the director's interest prior to the corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the corporation's official proceedings and the interested director shall further refrain from participation in the corporation's proceedings relating to the matter.

ARTICLE V

SECTION 1. Officers. The officers of the corporation shall consist of a president, secretary, treasurer, and, if desired, one or more vice presidents, and such other officers as may from time to time be determined by the Board of Directors, each

of whom shall be elected by the directors. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles or by-laws to be executed, acknowledged or verified by two or more officers.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which the officer is elected and until the officer's successor is elected and qualified, or until the officer's resignation or removal.

SECTION 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office.

SECTION 5. President. The president shall be the chief executive officer of the corporation, by may from time to time delegate all or any part of the duties to an executive vice president, if one is elected, or to any vice president. The President shall preside at all meetings of the directors; shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all bonds, mortgages, conveyances, and other instruments entered into pursuant to the powers of the Corporation as set forth in the Articles of Incorporation with the approval and authority of the Board of Directors. The President shall be ex officio a member of all standing committees.

SECTION 6. Vice Presidents. The vice president shall perform such duties as are delegated by the president and the vice president and the other vice presidents in order of their seniority shall, in the absence or in the event of the disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 7. Secretary. The secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision the secretary shall be. The secretary shall keep in safe custody the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the secretary's signature or by the signature of the treasurer. The secretary shall be sworn to the faithful discharge of said duties. The assistant secretary, if one is elected, shall perform duties and exercise the power of the secretary in the secretary's absence or in the event of the secretary's disability.

SECTION 8. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and director, at the regular meetings of the board, or whenever they may require an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall give the corporation a bond if required by the Board of Directors in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of the office of Treasurer, and for the restoration to the corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession of Treasurer or under the control of Treasurer belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in the treasurer's absence or in the event of the Treasurer's disability.

SECTION 9. Delegation of Duties of Officers. In the absence of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time, and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the Board then in office concurs therein.

SECTION 10. Salaries. The officers of the corporation shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than \$50.00 per day; provided, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Registered Office: The location of the first registered office of the corporation is: 410 Abbott Road, East Lansing, Michigan. The Post Office address of the first registered office is the same as above.

ARTICLE VII

Resident Agent: The name and address of the first resident agent is: Jerry B. Coffman of 410 Abbott Road, East Lansing, Michigan.

ARTICLE VIII

Said Corporation is organized upon a non-stock basis. The amount of assets which said corporation possesses is:

- 1) Real Property: None
- 2) Personal Property: None

The Corporation will be financed from donations, gifts, grants and devises, either solicited or unsolicited, obtained from public authorities, individuals, corporations and other organizations, by earnings from its activities, borrowings and issuance of revenue bonds.

ARTICLE IX

Term. The term of the corporate existence is perpetual. If the corporation has completed the purpose for which it was organized it may be dissolved by the adoption of a resolution by a 2/3 majority of the board of directors, which resolution shall be approved by a majority of the East Lansing City Council and filed with the Secretary of State.

ARTICLE X

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

Upon the dissolution of the Corporation or the winding up of its affairs, all property and assets of the corporation shall be distributed exclusively to the City of East Lansing or its successor

ARTICLE XI

The Corporation shall at all times be deemed to be an agency or political subdivision of the City of East Lansing.

ARTICLE XII

These Articles shall become effective and the Corporation shall exist upon and after the approval of said Articles by appropriate resolution of the East Lansing City Council and the execution and the filing of the Articles in duplicate with the County Clerk as provided by Section 31 of the Act.

ARTICLE XIII

Upon their appointment the Board of Directors shall convene, organize and by resolution adopt by-laws which may set forth the Corporation's rules of procedure and regulation of projects. Said by-laws and any amendment, repeal or addition shall be subject to the approval by resolution of the East Lansing City Council.

ARTICLE XIV

The City Clerk shall in conformity with Section 31 of Act 338, cause the appropriate filing of these Articles and shall cause the Articles to be published in the Towne Courier within the City which publication shall be accompanied by a statement that the right exists to question the incorporation in Court as provided in Section 31 of Act 338, and that the validity of the incorporation shall be conclusively presumed unless questioned in a Court of competent jurisdiction within 60 days after the filing of a certified copy of these Articles with the Secretary of State and the County Clerk.


ARTICLE XV


The names and business addresses of the incorporators are as follows:


ARTICLE XVI

Amendments. These Articles of Incorporation and the By-Laws of the corporation may be amended by Resolution of the East Lansing City Council which Resolution shall be filed with the Secretary of State. However, an amendment shall not impair the obligation of any bond or contract.

We the incorporators, sign our names this 21st day of August, 1979.




David H. Krause


Donald V. Whipp, Jr.


Patricia R. Widmayer

STATE OF MICHIGAN)
) ss.
COUNTY OF INGHAM)

On this 21st day of August, 1979, before me personally appeared David H. Krause, Donald V. Whipp, Jr., Patricia R. Widmayer to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.



Notary Public, Ingham County, Michigan
My Commission Expires: August 19, 1980

Prepared By: Dennis E. McGinty
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