

**BYLAWS
OF
DEER CREEK PROPERTY OWNERS ASSOCIATION, INC.**
(Hereinafter referred to as the "Corporation")

(As amended at xx/xx/2017)

ARTICLE I

Offices

Section 1. Location

The principal office of the Corporation in the State of Michigan shall be located in the Township of Plymouth, County of Wayne.

Section 2. Change

The Board of Directors (hereinafter referred to as the "Board") may change the principal office of the Corporation from time to time and may establish other offices, either within or without the State of Michigan, as the business of the Corporation may require.

ARTICLE II

Membership and Membership Meetings

Section 1. Membership

Any person or entity who or which is a record owner of a fee or undivided fee interest in any lot or unit in the Subdivision (as defined in the Articles of Incorporation of the Corporation), but not including any owner who has sold his/her or its contrast under an executory land contract, shall be a member of the Corporation. During the term of any such land contract, the land contract vendee shall be considered to be the member of the Corporation. Membership in the Corporation is limited to such persons or entities. If property has been attached to or detached from any lot, then the enlarged or diminished lot, as the case may be, shall be deemed to be the lot for purposes hereof. Two (2) or more lots which are combined into a single home site shall be deemed to be one (1) "lot" for the purpose of computing voting rights and liability for charges and assessments are hereinafter provided. A member shall cease to be a member when he, she, or it ceases to own a lot or unit or interest therein. Any person or entity acquiring such lot or unit or interest therein shall become a member when such person or entity acquires record ownership or a land contract vendee's interest of same.

Section 2. Quorum

Unless otherwise provided in the Corporation's Articles of Incorporation, the presence in person or by proxy of a majority of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3. Annual Meetings

The annual members' meeting shall be held at such time and place and on such days as the Board shall annually determine, for the purposes of electing Directors, hearing reports of the affairs of the Corporation, and transacting any other business within the power of the members. If the election of directors shall not be held on the day designated herein for an annual meeting, or at any adjournment

thereof, the Board may cause the election to be held at a members' special meeting as soon thereafter as one may be conveniently called and noticed for that purpose.

Section 4. Special Meetings

Members' special meetings shall be noticed by the secretary whenever called by the President, Board, or requested by not less than one-fifth (1/5) of the members of the Corporation entitled to vote. The request shall state the purpose or purposes for which the meeting is to be called, and the business transacted at any such meeting shall be limited to the purpose or purposes stated in the noticed thereof.

Section 5. Place of Meeting

The Board may specifically designate any place either within or without the State of Michigan as the place of meeting for any members' annual or special meeting. If no such designation is made or if a special meeting is called other than at the request of the Board, the place of meeting shall be the registered office of the Corporation in the State of Michigan.

Section 6. Written Notice

Notice of any members' annual meeting shall specify in writing the place, day, and hour thereof, and shall be given by the Secretary to each such member entitled to vote there not less than ten (10) nor more than sixty (60) days before each such meeting. Such written notice shall constitute due, legal, and personal notice to each such shareholder if it is given by:

- a) Delivering it to such shareholder personally; or
- b) Sending it to him/her by mail, telegraph, or other means of written communication, charges prepaid, addressed to him/her at:
 - i) His/her address as it appears on the books of the Corporation; or
 - ii) Such other address as he/she may have requested in writing that the Corporation use for the purpose of giving such notice; or
 - iii) By publishing it at least once in each of three consecutive weeks in some newspaper of general circulation in the County in which that office is located if his/her address does not appear on the records of the Corporation and he has not requested in writing that the Corporation use any address for such noticed.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed to the member at any such address. Except in extraordinary circumstances where express provision is made allowable by statute, notice of any member's special meeting shall be given in the same manner as for members' annual meetings.

Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends a 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.

Section 7. Adjourned Meetings and Notice Thereof

Any members' annual or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person or represented by proxy thereat; in the absence of a quorum no other business may be transacted as such meeting.

A meeting may be adjourned to another time or place without giving notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 8. Voting

The Corporation shall have one (1) class of voting membership. Each member shall be entitled to one (1) vote for each lot or unit in which they hold the interest required for membership. When more than one person holds any such interest in the lot or unit, all such persons shall be members. The one (1) vote for such lot or unit shall be exercised as they, among themselves, determine. Except as otherwise provided above, each member shall have one vote in person or by proxy upon all questions presented for action at any meeting of the members as to which the members have the right to vote. All questions, except those regulated by statute or specifically provided for herein or in the Articles of Incorporation, shall be determined by a majority vote of the members constituting a quorum.

Section 9. Consent of Absentees

The transactions of any members' annual or special meeting, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or after the meeting, each of the members, who was entitled to vote but was not present in person or by proxy, signs a written waiver of notice and written consent to the holding of such meeting or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 10. Action Without Meeting

- a) If the Articles of Incorporation so provide, any action required or permitted to be taken at a members' annual or special meeting under any provision of the Michigan Nonprofit Corporation Act may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to the members who have not consented in writing.
- b) If the Articles of Incorporation do not contain the provision described in subsection (a) hereof, any action required or permitted to be taken at a members' meeting under any provision of the Michigan Nonprofit Corporation Act may be taken without such a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at such a meeting. Such consent shall have the same effect as a unanimous vote of members.

Section 11. Proxies

Every person entitled to vote or execute consents or dissents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such a person or his/her duly authorized agent and filed at or before the meeting at which they are intended to be used with the Secretary of the Corporation. No such proxy shall be valid after the expiration of one (1) year from the date of its execution. Any proxy duly executed shall be deemed not to have been revoked and to be in full force and effect and, in the absence of any limitation to the contrary contained in the proxy, shall extend to all members' meetings, unless and until an instrument revoking said proxy or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation. A proxy shall be deemed sufficient if it appears on its face to confer the requisite authority and is signed by the member for whom it is to be voted; no witnesses to the execution of any proxy shall be required.

Section 12. Order of Business at Annual Meeting

The Order of Business at the members' annual meeting or at any adjourned members' annual meeting shall be as follows:

- a) Counting of members present in person or by proxy to determine if a quorum exists;
- b) Reading of Notice and Proof of Mailing;
- c) Reading of Minutes of Previous Meeting or Meetings;
- d) Report of President;
- e) Report of Secretary;
- f) Report of Treasurer;
- g) Report of Board of Directors;
- h) Election of Directors;
- i) Transaction of such other business as may properly come before the meeting; and
- j) Adjournment.

However, in the absence of any members' objection, the presiding officer at any such meeting may vary the order at his/her discretion.

Section 13. Removal of Directors

The members may remove any member of the Board at any special meeting called for that purpose or by consent in the manner set forth in the Michigan Nonprofit Corporation Act and the members may elect a director to fill the vacancy thus created at that meeting, at any other meeting called for the purpose of filling that vacancy, or by consent.

ARTICLE III

Directors and Meeting of the Board of Directors

Section 1. Powers

All of the powers of this Corporation not expressly reversed to or conferred upon the members by statute, the Articles of Incorporation, or these Bylaws shall be vested in the Board of this Corporation which shall control and manage its business and affairs.

Section 2. Number of Directors

The authorized number of directors of the Corporation shall be no less than six (6) until changed by a duly adopted amendment of these Bylaws.

Section 3. Election, Term of Office, and Qualification of Directors

- a) A majority of the Directors holding office at any time shall be members of this Corporation. Except as provided in subsection (b) below, the Directors, other than those serving on the first Board, shall be elected at each members' annual meeting or otherwise as provided in Article II, Section 6, above. All directors shall hold office until their respective successors are duly elected and qualified. The first Board shall hold office until the first annual meeting or until their successors are elected and qualified, whichever event last occurs.
- b) The Articles of Incorporation or a bylaw adopted by the members may provide, in lieu of annual election of all directors, for the directors to be divided into two or three classes, each to be as nearly equal in number as possible. The term of office of directors in the first class shall expire at the first annual meeting of members after their election, that of the second class shall expire at the second annual meeting after their election, and that of the third class, if any, shall expire at the third annual meeting after their election. At each annual meeting after such classification a number of directors equal to the number of the class whose term expires at the time of the meeting shall be elected to hold office until the second succeeding annual meeting if there are two classes, or until the third succeeding annual meeting if there are three classes.

Section 4. Vacancies

A vacancy in the Board shall be deemed to exist if any of the following events occurs:

- a) Any Director dies;
- b) The authorized number of directors is greater than the number of directors on the Board; or
- c) At any members' meeting at which one or more directors are to be elected, the members fail to elect the full authorized number of directors.

Vacancies in the Board may be temporarily filled by a majority of the remaining directors, though less than a quorum or by a sole remaining director making such appointment, and each director so appointed shall hold office until his/her successor is elected at a members' annual or special meeting and is qualified.

The members may elect a director at any time to fill any vacancy temporarily filled or not filled by the one or more remaining directors. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the members shall have the power to elect immediately a successor to take office when such resignation is intended to become effective.

Section 5. Place of Meeting

Regular Board meetings shall be held at any place within or without the State of Michigan which has been designated from time to time by resolution of a majority of the Board or by written consent of a majority of the members of the Board given either before or after the meeting and filed with the Secretary of the Corporation. Any special Board meeting may be held at any place designated with the written consent of a majority of the directors; otherwise special Board meetings shall be held at the registered office Corporation in the State of Michigan.

Section 6. Organization Meeting

Immediately following each members' annual meeting and each adjourned annual and members' special meeting held for the purpose of electing a new Board, the newly elective Board may hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of each such meeting need not be given and is hereby dispensed with.

Section 7. Other Regular Meetings

Board meetings may be regularly scheduled for dates, times, and places as determined by the Board, and in such case notice of such meetings need not be given and is hereby dispensed with.

Section 8. Special Meetings and Notice Thereof

Special Board meetings for any purpose or purposes may be called at any time by any director or by the President or, if he/she is absent or unable to act, by any Vice President. The business transacted any such meeting shall be limited to the purpose or purposes stated in the noticed thereof.

Written notice of the place, day, and hour of special Board meetings shall be given to each director and constitute due, legal, and personal notice to him/her if that notice is delivered personally to him/her or sent to him/her by mail, telegraph, or other means of written communication, charges prepaid, addressed to him/her at his/her address as it is shown upon the records of the Corporation or, if such address is not so shown on such records or is not readily ascertainable, at the place in which the regular directors' meetings are held. If mailed or telegraphed, such notice shall be deposited in the United States Mail or delivered to the telegraph company in the place which the principal office of the Corporation in the State of Michigan is located at least forty-eight (48) hours prior to the time of holding the meeting; if mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed as set forth above.

Section 9. Notice of Adjournment

Notice of the time and place of holding an adjourned Board meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned provided that the meeting is not adjourned for more than thirty (30) days.

Section 10. Waiver of Notice

The attendance of a director at any Board meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed, or convened.

The transactions of whatever kind or nature held at any director meeting, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice of the meeting and a written consent to hold such a meeting, or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

In addition, any action required or permitted to be taken by the Board under the Michigan Nonprofit Corporation Act may be taken without a meeting, if all members of the Board shall individually and collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors at a duly called, noticed, and held Board meeting. Any certificate or other document filed under any provision of the Michigan Nonprofit Corporation Act which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these Bylaws authorized the directors so to act, and such statement shall be *prima facie* evidence of such authority.

Section 11. Quorum

Except to adjourn the meeting as hereinafter provided, a majority of the Board without regard to the authorized number of directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number be required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Adjournment

A quorum may adjourn any Board meeting to meet again at a stated place, date, and hour; however, in the absence of a quorum majority of the directors present at any regular or special Board meeting may adjourned from time to time until the time fixed for the next regular Board meeting.

Section 13. Presumption of Assent

A director who is present at any Board meeting at which action on any corporate matter is taken shall be presumed to have assented to any action taken by the Board at that meeting unless his/her dissent shall be entered in the minutes of the meeting or he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he/she shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

Officers

Section 1. Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, all of whom must be members of the Corporation. The Corporation may also have at the discretion of the Board, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. One person may hold 2 or more offices. In no case shall any officer execute, acknowledge, or verify any instrument in more than one capacity.

Section 2. Election

The officers of the Corporation, except such officers as maybe appointed in accordance with the provisions of Sections 3 or 5 of this Article IV, shall be chosen by the Board, and each shall hold his/her office until he/she shall resign, until he/she shall be removed or otherwise disqualified to serve, or until his/her successor shall be elected and qualified.

Section 3. Subordinate Officers and Agents

The Board may appoint such other officers and agents as the business of the Corporation may require, each of whom shall hold office for such a period, have such authority, and perform such duties as may be provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation

Any officer or agent may be removed by a majority of the whole Board at the time in office at any regular or special Board meeting.

Any officer may resign any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairman of the Board

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws.

Section 7. President

Subject to such powers and duties, if any, as may be given to the Chairman of the Board by the Board or prescribed by these Bylaws, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the business and affairs of the Corporation. He/she shall preside at all members' meetings and, in the absence of the Chairman of the Board or if there be no such Chairman, at all Board meetings. He/she shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall see that all orders and resolutions of the Board carried into effect; and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Vice Presidents

In the event of the President's absence or disability, the Vice Presidents, if more than one, in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board shall perform all of the duties of and shall be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed for them respectively by the Board or these Bylaws.

Section 9. Secretary

The Secretary shall attend all members' meetings and all Board meetings and shall keep or cause to be kept, in his/her custody at the principal or registered office of the Corporation in the State of Michigan or such other place as the Board may order, a book recording the minutes of all Board and members meeting setting forth: the place, date, and hour of holding; whether regular or special, and, if special, how authorized; the notice thereof given; the names of those present at Board meetings; the number of lot or unit owners present or represented at the members' meetings; and the proceedings thereof.

The Secretary shall keep or cause to be kept at the registered office of the Corporation in the State of Michigan or at the office of the Corporation's transfer agent, a list showing the names of the members and their addresses.

The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same or cause the same to be affixed to any instrument requiring; when so affixed, the seal shall be attested by his/her signature or by the signature of the Treasurer or the Assistant Secretary. The Secretary shall perform such other duties and have such other authorities as are delegated to him/her by the Board.

The Secretary shall give or cause to be given notice of all Board and members' meetings required by these Bylaws or by the law.

Section 10. Assistant Secretaries

In the event of the Secretary's absence or disability, any Assistant Secretary shall act as Secretary in all respects. The Assistant Secretary shall exercise such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the President, the Secretary, or these Bylaws.

Section 11. Treasurer

The Treasurer shall, subject to the direction of the Board, have the custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President and the Board, whenever either requests it, and account of all of his/her transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and authority incident to the office of Treasurer and shall perform such other duties as may be prescribed by the Board or these bylaws.

Section 12. Assistant Treasurers

In the event of the Treasurer's absence or disability, the Assistant Treasurer shall act as Treasurer in all respects. The Assistant Treasurer shall exercise such other powers and perform such other duties as from time to time may be prescribed for him/her by the Board, the President, the Treasurer, or these Bylaws.

ARTICLE V

Miscellaneous

Section 1. 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 of the Board. Such authority may be general or confined to specific instances.

Section 2. Indemnification

- a) Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code") or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- b) Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code") or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have power to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and except that no indemnification shall be made on respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- c) Indemnification against expense:
 - 1) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Subsections (a) and (b), or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
 - 2) Any indemnification under Subsections (a) and (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Subsections (a) and (b). Such determination shall be made in either of the following ways:

- i) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding.
 - ii) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion.
 - iii) By the members
- 3) If a person is entitled to indemnification under Subsections (a) or (b) for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- d) Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Subsections (b) or (c) above may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (2) of Subsection (c) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay a such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation, provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended, (the "Code"), or cause the Corporation to lose its tax exempt status under the Code.
- e) Non-exclusivity:
- 1) The indemnification or advancement of expenses provided under Subsections (a) to (d) is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
 - 2) The indemnification provided for in Subsections (a) to (e) continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.
- f) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under Subsections (a) to (e).

Section 3. Personal Liability of Directors

If the Articles of Incorporation of the Corporation so provide, a volunteer director of the Corporation shall not be personally liable to the Corporation or its shareholders or members for monetary damages for breach of the volunteer director's fiduciary duty, except for liability:

- 1) For any breach of the volunteer director's duty of loyalty to the Corporation or its shareholders or members;
- 2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violations of the law;
- 3) For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- 4) For any transaction from which the volunteer director derived an improper personal benefit;
- 5) For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce; and

If the Michigan Nonprofit Corporation Act is here after amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, than the liability of a director of the Corporation (in addition to the limitation, elimination, and assumption of personal liability contained in this Article) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended.

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

ARTICLE VI

Execution of Instruments

Section 1. Bank Accounts

Each bank account of the Corporation shall be established and continued only by order of the Board.

Section 2. Checks, Etc.

All checks, drafts, and orders for the payment of money shall be signed in the name of the Corporation in such manner and by such officers or agents as the Board shall from time to time designate for that purpose. No check or other instrument for the payment of money to the Corporation shall be endorsed otherwise than for deposit to the credit of the Corporation. All checks of the Corporation shall be drawn to the order of the payee.

Section 3. Contracts, Conveyances, Etc.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President or any Vice President and the Secretary or Treasurer may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The Board shall have the power to designate officers and agents who shall have authority to execute any instrument on behalf of the Corporation in more than one capacity.

Notwithstanding anything contained herein to the contrary, no officer, agent, or employee of this Corporation shall have the authority to disburse monies or other property to other persons, to obligate the Corporation to do or perform any act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of this Corporation other than in the ordinary course of business unless he/she shall have previously obtained the approval of the Board and unless such approval or ratification shall appear in the minutes of this Corporation.

ARTICLE VII

Right of Inspection

Section 1. Inspection of Bylaws

The Corporation shall keep minutes registered or principal office the original or a copy of these Bylaws and the Articles of Incorporation as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all shareholders during regular business hours.

Section 2. Inspection of Records

A person who is a member of record of the Corporation, upon at least ten (10) days written demand may examine for any proper purpose in person or by agent or attorney, during usual business hours, its minutes of members' meetings and record of members and make extracts therefrom, at the places where the side records are kept.

ARTICLE VIII

Fiscal Year

The Corporation's fiscal year shall be determined by the directors.

ARTICLE IX

Seal

The Corporation may have a seal which shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal." The seal may be used by causing it or a facsimile to be imprinted, affixed, reproduced, or otherwise.

The corporate seal of this Corporation shall be of the design impressed herein, which is here by adopted as the corporate seal of the Corporation.

ARTICLE X

Dissolution

In the event of the dissolution, winding up, or other liquidation of Corporation, after provision has been made for the payment of all the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of 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 qualified as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or corporation organized for profit, or to any member, contributor, private individual, director, or officer of

this Corporation. Any assets of the Corporation not disposed of in accordance with the foregoing shall escheat to the State in which the asset is located to be used solely for public purposes.

ARTICLE XI

Amendments

These Bylaws may be added to, altered, amended, or repealed:

- 1) By consent of the directors then in office, or by the vote of not less than two-thirds (2/3) of the directors then in office at any regular or special meeting, if written notice of the proposed addition, alteration, amendment, or repeal shall have been given to each director at least five (5) days before the meeting; or waved in writing; or
- 2) By consent of the members or by the members at any annual or special meeting if notice of the proposed addition, alteration, amendment, or repeal shall have been included in the notice of such special meeting or waved in writing.