

S T A T E O F M I C H I G A N

BOARD OF COMMISSIONERS OF THE COUNTY OF ALLEGAN

**BUILDING AUTHORITY - AMEND ARTICLES OF INCORPORATION**


BE IT RESOLVED that the Allegan County Board of Commissioners hereby approves the attached amended Articles of Incorporation for the Allegan County Building Authority, as presented; and

BE IT FURTHER RESOLVED the Board Chairman and County Clerk are hereby authorized to sign the amended Articles of Incorporation; and

BE IT FINALLY RESOLVED that the amended Articles of Incorporation shall be published in a local newspaper for general circulation, and a copy sent to the Secretary of State, per Sections 4 and 6 of P.A. 31 of 1948.

Moved by Commissioner Black, seconded by Commissioner Thiele to adopt the resolution as presented. Motion carried.

ATTEST, A TRUE COPY

 \_\_\_\_\_, Clerk-Register

APPROVED: July 28, 2005

cc: Admin. - Finance - Human Resource - Building Authority

ARTICLES OF INCORPORATION  
OF  
ALLEGAN COUNTY BUILDING AUTHORITY

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These Articles of Incorporation are adopted, signed, and acknowledged by the incorporating unit for the purpose of forming a County Building Authority under the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended, the Articles being as follows:

ARTICLE I

The name of this Authority is the ALLEGAN COUNTY BUILDING AUTHORITY (the "Building Authority").

ARTICLE II

The incorporating unit is the County of Allegan, State of Michigan, a county corporation of the State of Michigan.

ARTICLE III

This Building Authority is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and maintaining a building or buildings, automobile parking lots or structures, recreational facilities and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, for use for any legitimate public purpose of the County of Allegan.

ARTICLE IV

POWERS AND DUTIES

Section 1. The Building Authority shall be a body corporate, with power to sue and be sued in any court of the State of Michigan.

Section 2. The Building Authority and the incorporating unit shall have the power to enter into a contract or contracts whereby the Building Authority will acquire property necessary to accomplish the purposes of this incorporation and contemplated by the terms of the enabling act and lease said property to the incorporating unit for a period of not to exceed thirty (30) years. Such a contract may be either a full faith and credit general obligation of the incorporating unit or not be a full faith and credit general obligation of the incorporating unit. The contract with the incorporating unit may also provide that the incorporating unit shall pay all costs and expenses of operation and maintenance of the property and the operating expenses of the Building Authority, including expenses incidental to the issuance and payment of bonds, and such contract may provide that the obligation of the incorporating unit thereunder for the payment of any rental required thereby shall not be subject to any set off by the incorporating unit or any abatement of cash rentals for any cause, including, but not limited to, casualty that results in the property being untenable. The incorporating unit shall have

such rights to sublet or assign property leased from the Building Authority as provided in the aforesaid Act 31, as now or hereafter amended.

Section 3. The Building Authority shall have power to increase the consideration specified in any contract or lease with the incorporating unit whenever during the term of the lease or leases an increase of rent is necessary to provide funds to meet its obligations.

Section 4. For the purpose of accomplishing the objects of its incorporation, the Building Authority may acquire property by purchase, construction, lease, gift, devise or condemnation, and for the purpose of condemnation it may proceed under the provisions of Act No. 149 of the Public Acts of 1911, as now or hereafter amended, or any other appropriate statute.

Section 5. For the purpose of defraying all or part of the cost of acquiring, improving and enlarging any building or buildings, automobile parking lots or structures, or recreational facilities and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, and furnishing and equipping the same, the Building Authority, after execution and delivery of a full faith and credit general obligation contract of lease or such a contract of lease which is not a full faith and credit general obligation of the incorporating unit, may, by ordinance or

resolution duly adopted by a majority vote of the elected members of the Building Authority, issue its negotiable building authority bonds or building authority revenue bonds, as the case may be, in anticipation of the contract obligations of the incorporating unit to make cash rental payments to the Building Authority, and may pledge the receipts from such payments for payment of said bonds and the interest thereon, in both cases as provided by and subject to and in accordance with Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended. Bonds shall not be issued unless the property has been leased by the Building Authority to the incorporating unit for a period extending beyond the last maturity of the bonds, and no maturity shall, in any event, be more than thirty (30) years from the date of the bonds. In addition, the Building Authority shall have the power to issue such other bonds as it may be authorized to issue under the general laws of the State of Michigan, said bonds to be issued in accordance with and subject to the provisions of such other laws. No bonds of the Building Authority shall be delivered to the purchasers thereof in any event until such time as all rights of referendum with respect to said bonds or any contract between the Building Authority and the incorporating unit shall have expired without a referendum petition being filed with respect thereto, or if a referendum petition is filed with respect thereto, until after an election approving said contract or the issuance of the bonds as may be

required by law shall have been held and the same approved by a majority vote of the appropriate electors voting thereon.

Section 6. When all bonds issued pursuant to the provisions of the enabling act under which the Building Authority is incorporated shall have been retired, the Building Authority shall convey title to the property acquired hereunder to the incorporating unit in accordance with any agreement adopted by the governing body of the incorporating unit.

Section 7. All property owned by the Building Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 8. The Building Authority shall possess all the powers necessary to carry out the purpose of its incorporation, including the incidental powers necessary thereto. The powers herein granted shall be in addition to those granted by any statute or charter, and the enumeration of any power either in these Articles of Incorporation or in the enabling act shall not be construed as a limitation upon such general powers.

Section 9. The term of this Building Authority shall be perpetual.

ARTICLE V  
GOVERNING BODY - OFFICERS

Section 1. The Building Authority shall be directed and governed by a board of commissioners of five (5) members known as the "Members," each to be appointed by the Board of Commissioners

of the County of Allegan. No members of the legislative body of the incorporating unit or any elected official of any public corporation in the County shall be eligible for membership or appointment to the Commission of this Building Authority.

Section 2. The terms of the Members constituting the first commission shall commence upon acceptance of appointment and shall run for three (3) years, two (2) years, and one (1) year, respectively, from and after January 1, 1987. Thereafter, succeeding commissioners shall serve for three year terms, commencing January 1.

Section 3. The Building Authority shall designate one of its members as Chairman, one of its members as Secretary, and a Treasurer who need not be a member of the Building Authority, each to be designated for such term in office as may be fixed by the Bylaws.

Section 4. The Building Authority shall adopt and may amend Bylaws and Rules of Procedure consonant with the provisions of the enabling act and provide therein for regular meetings of the Building Authority.

Section 5. The Building Authority shall adopt a corporate seal.

Section 6. The Chairman shall preside at meetings of the Building Authority and may sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Building

Authority when so authorized by the Building Authority. He/She shall do and perform such other duties as may be fixed by the Bylaws and from time to time assigned to him/her by the Building Authority.

Section 7. The Secretary shall keep the minutes of all meetings of the committees thereof, in books provided for that purpose. He/She shall attend to the giving, serving and receiving of all notices or process of or against the Building Authority. He/She may sign with the Chairman, in the name of the Building Authority, all contracts and bonds authorized by the Building Authority, and when so ordered, he/she shall affix the seal of the Building Authority thereto. He/She shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination of the Building Authority or any member thereof, and in general perform all the duties incident to this office. The Secretary shall preside at meetings of the Building Authority in the absence of the Chairman.

Section 8. The Treasurer shall have custody of all the funds and securities of the Building Authority which may come into his/her hands or possession. When necessary or proper, he/she shall endorse in behalf of the Building Authority, for collection, checks, notes or other obligations, and shall deposit them to the credit of the Building Authority in a designated bank or depository. He/She shall sign all receipts and vouchers for payment

made to the Building Authority. He/She shall, jointly with such other officer as may be designated by the Building Authority, sign all checks of the Authority when so ordered by the Building Authority. He/She shall render a statement of his/her cash accounts when required by the Building Authority. He/She shall enter regularly in the books of the Building Authority to be kept by him/her for the purpose, full and accurate accounts of all monies received and paid by him/her on account of the Building Authority, and shall at all reasonable times exhibit his/her books and accounts to the Building Authority or any member thereof or to the County Board of Commissioners when so required. He/She shall perform all acts incidental to the position of treasurer fixed by the Bylaws and as assigned to him/her from time to time by the Building Authority. He/She shall be bonded for the faithful discharge of his/her duties as treasurer, the bond to be of such character, form and in such amount as the Building Authority may require.

Section 9. Annual compensation, if any, for the members of the Building Authority shall be fixed by the Board of Commissioners of the County of Allegan. Members of the Building Authority may be reimbursed for expenses incurred in the performance of the Building Authority functions where approved by the Board of Commissioners of Allegan County.

Section 10. Vacancies occurring in the office of the Building Authority shall be filled by the Board of Commissioners of the County of Allegan for the unexpired term.

Section 11. A Member may be removed from office for cause by an affirming majority vote of the legislative body of the incorporating unit.

Section 12. The books and records of the Building Authority, officers and agents thereof, shall be open to inspection and audit by the incorporating unit at all reasonable times. The Building Authority shall submit an annual report to the incorporating unit and also when requested by the incorporating unit, an audit statement of all the financial affairs of the Building Authority.

#### ARTICLE VI

The County Clerk for the County of Allegan shall cause a copy of these Articles of Incorporation to be published once in the Allegan County News & Gazette, being a newspaper circulated within the County of Allegan, as provided in the enabling act.

#### ARTICLE VII AMENDMENTS

Amendments may be made to these Articles of Incorporation as provided in Section 10 of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended.

ARTICLE VIII  
REGISTERED OFFICE

Location of registered office and post office address is:

Allegan County Clerk  
113 Chestnut Street  
Allegan, Michigan 49010


ARTICLE IX

These Articles of Incorporation shall become effective and be in full force and effect upon adoption, publication and filing with the Allegan County Clerk and Secretary of State, as provided in Sections 4 and 6 of the enabling act, being Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended.

IN WITNESS WHEREOF, the incorporating unit has adopted and authorized to be executed these Articles of Incorporation in behalf of the County of Allegan, a county corporation and the State of Michigan, by the Chairman of the Board of Commissioners and the County Clerk of the County of Allegan.

COUNTY OF ALLEGAN

By   
Larry Casey Jones  
Chairman, Board of Commissioners

By   
Joyce A. Watts  
County Clerk

(SEAL)

The foregoing Articles of Incorporation were adopted by the Board of Commissioners of the County of Allegan, State of Michigan, at a Board of Commissioners meeting duly called and held on July 28, 2005.

Joyce A. Watts

County Clerk

CERTIFICATE OF INCORPORATION  
OF THE  
ALLEGAN COUNTY BUILDING AUTHORITY

I, Joyce A. Watts, hereby certify that I am the County Clerk for the County of Allegan, Michigan; that attached hereto is a true and complete printed copy of the original typewritten and executed Articles of Incorporation of the Allegan County Building Authority, a public corporation incorporated under the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended, which original Articles of Incorporation were filed in duplicate with me on July 28, 2005, and were published in the Allegan County News & Gazette Allegan, Michigan, on August 11, 2005; that I did cause one printed copy of such Articles of Incorporation to be filed with both the Secretary of State for the State of Michigan and in my office, with a copy of this Certificate attached to each such copy; and that I did retain on file in my office one duplicate original typewritten and executed copy of said Articles of Incorporation and will cause the second such copy to be filed with the Secretary and Recording Officer of the Allegan County Building Authority when selected.

Joyce A. Watts

Allegan County Clerk