

**AMENDED  
ARTICLES OF INCORPORATION  
OF THE  
BAY COUNTY BUILDING AUTHORITY**

- I. The ARTICLES OF INCORPORATION OF THE BAY COUNTY BUILDING AUTHORITY (as originally adopted on September 9, 1975 and first amended on October 12, 1982) are hereby amended to read as follows:

Bay County Board of Commissioners 9/24/96 Session  
Resolution/Motion No. 96-261 Sponsored By: \_\_\_\_\_  
Moved by Comm. Gwizdala Supported by Comm. Reder  
Disposition: Adopted  Defeated \_\_\_\_\_ Withdrawn \_\_\_\_\_  
Amended \_\_\_\_\_ Corrected \_\_\_\_\_ Referred \_\_\_\_\_

*roll call vote*

9 Yeas: Reder, Powell, Rivet, Brissette,  
Kaczmarek, Gwizdala, Halstead,  
Crete & Byrne

0 Nays:

**SECOND AMENDED  
ARTICLES OF INCORPORATION  
OF THE  
BAY COUNTY BUILDING AUTHORITY**

These Second Amended Articles of Incorporation of the Bay County Building Authority are adopted by the incorporating unit for the purpose of creating an Authority under the provisions of Act 31 of the Michigan Public Acts of 1948 (First Extra Session), as amended, (the "Enabling Act").

**ARTICLE I**

The name of this corporation is the BAY COUNTY BUILDING AUTHORITY.

**ARTICLE II**

The incorporating unit creating this Authority is the County of Bay, Michigan.

**ARTICLE III**

This 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 therefore for the use of the County of Bay.

**ARTICLE IV**

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

**Section 2** - The Authority shall have all powers granted to building authorities by Act 31 of the Michigan Public Acts of 1948 (First Extra Session) as now or hereafter amended, including but not limited to the following

- a. The Authority and the incorporating unit shall have the power to enter into a contract or contracts whereby the Authority will acquire property necessary

to accomplish the purposes of this incorporation, and as contemplated by the terms of the Enabling Act, and to lease said property to the incorporating unit for a period not to exceed fifty (50) years.

- b. For the purpose of accomplishing the objects of its incorporation, the 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.
- c. For the purpose of acquiring, improving and enlarging any such building or buildings, automobile parking lot or structures, recreational facilities and necessary site or sites therefor, and furnishing and equipping the same, the Authority may issue bonds in accordance with and subject to the provisions of Act 31 of the Michigan Public Acts of 1948 (First Extra Session), as amended, being Sections 123.951 and 123.965 of the Compiled Laws of 1948.

Section 3 - All property owned by the Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 4 - The Authority shall possess all the powers necessary to carry out the purposes of its incorporation, including the incidental powers necessary thereto.

Section 5 - The term of existence of this corporation and Authority shall expire on January 1, 2050.

#### ARTICLE V

Section 1 - The Authority shall be directed and governed by a Board of Commissioners of seven (7) members known as the "Commission" each to be appointed by the Board of Commissioners of Bay County. No member of the legislative body of the incorporating unit shall be eligible for membership or appointment to this Authority.

Section 2 - The Commissioners shall serve for six (6) year terms. Terms of Commissioners shall commence on December 1 and expire on November 30.

Section 3 - (A) The Commission shall designate one of its members as Chairman of the Authority, and one of its members as Secretary of the Authority, each to be designated for such term in office as may be fixed by their by-laws.

(B) The Treasurer of the Authority shall be the duly elected Treasurer of the County of Bay. The County Treasurer may also be a member of the Commission.

Section 4 - The Commission shall adopt and may amend by-laws and rules of procedure in accordance with the provisions of the Enabling Act and provide therein for regular meetings of the Commission in accordance with the terms and provisions of the Enabling Act.

Section 5 - The Commission shall adopt a corporate seal.

Section 6 - The Chairman shall preside at meetings of the Commission and shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Commission. S/he shall do and perform such other duties as may be fixed by the by-laws and from time to time assigned to him/her by the Commission. S/he may cause his/her facsimile signature to be affixed to bonds if so authorized by resolution of the Authority.

Section 7 - The Secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose. S/he shall attend to the giving, serving and receiving of all notices or process of or against the Authority. S/he may sign with the Chairman in the name of the Authority all contracts and bonds authorized by the Commission, and when so ordered, s/he shall affix the seal of the Authority thereto. S/he may cause his/her facsimile signature to be affixed to Bonds if so authorized by resolution of the Authority. S/he shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination by the Commission, or any member thereof, and in general perform all the duties incident to this office. The Secretary shall preside at all meetings of the Commission in the absence of the Chairman. The Secretary may cause his/her facsimile signature to be affixed to interest coupons attached to bonds.

Section 8 - The Treasurer shall have custody of all the funds and securities of the Authority which may come into his/her hands or possession. When necessary or proper, s/he shall endorse on behalf of the Authority for collection, checks, notes and other obligations. S/he shall deposit them to the credit of the Authority in designated banks or depositories. S/he shall sign all receipts and vouchers for payments made to the Authority. S/he shall, jointly with such other officer as may be designated by the Commission, sign all instruments of the Authority when so ordered by the Commission. S/he shall render a statement of his/her cash accounts when required by the Commission. S/he shall enter regularly in the books of the Authority to be kept by him/her for this purpose full and accurate accounts of all monies received and paid by him/her on account of the Authority, and shall at all reasonable times exhibit his/her books and accounts to the Commission or any member thereof when so required. S/he shall perform all acts incidental to the position of Treasurer fixed by the by-laws and as assigned to him/her from time to time by the Commission. S/he shall be bonded for the faithful discharge of his/her duties as Treasurer, the premium to be paid by the Authority.

Section 9 - Annual compensation, if any, for the members of the Commission shall be fixed by the Commission after approved by the Bay County Board of Commissioners.

Section 10 - Vacancies occurring in the office of the Commission shall be filled in the same way that the original appointment is made, said appointment to be for the period of the unexpired term.

Section 11 - The Commission or any of its members may be removed from office for cause by an affirmative majority vote of the legislative body of the incorporating unit.

Section 12 - The books and records of the Authority and of the Commission, officers and agents thereof, shall be open to inspection and audit by the incorporating unit at all reasonable times. The Authority shall submit an annual report to the incorporating unit.

Section 13 - Bonds of the Authority may be issued in fully registered form after

authentication by a registration agent or trustee and, if so issued, shall only bear the facsimile signature of the Chairman and Secretary.

**Section 14 - The Authority Commission shall abide by the Bay County Purchasing Policy as adopted and amended from time to time by the Bay County Board of Commissioners.** (September 24, 1996)

**Section 15 - The Authority shall abide by, monitor and enforce the "Prevailing Wage" Ordinance of Bay County as adopted and amended from time to time by the Bay County Board of Commissioners.** (September 24, 1996)

**Section 16 - All applications for employment with the Bay County Building Authority shall be processed through the Bay County Human Resources Department. All Authority employees shall be selected and hired by the Authority Commission. The Bay County Building Authority shall follow and abide by the Bay County Personnel Policies as adopted by the Bay County Board of Commissioners.** (September 24, 1996)

#### ARTICLE VI

The County Clerk for the County of Bay shall cause a copy of these Second Amended Articles of Incorporation to be published in the Bay City Times, Bay City, Michigan, being a newspaper of general circulation within the County of Bay, as provided by the Enabling Act accompanied by a statement that the right exists to question the validity of these Second Amended Articles of Incorporation as provided in Section 6 of Act 31 of the Michigan Public Acts of 1948 (First Extra Session) as amended.

#### ARTICLE VII

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

ARTICLE VIII

The location of the registered office and post office address of this Authority is:

The Office of Chairman of the Board of Commissioners  
Bay County Building  
Bay City, Michigan 48708

The official files of the Authority shall be kept at the Registered Office unless otherwise provided by unanimous resolution of the Commission of the Authority.

ARTICLE IX

No provision contained in these Second Amended Articles of Incorporation shall impair the obligation of any bond or contract which has been authorized or delivered prior to the effective date hereof.

ARTICLE X


These Second Amended Articles of Incorporation shall become effective and be in full force and effect on their adoption as provided in the Enabling Act, being Act 31 of the Michigan Public Acts of 1948 (First Extra Session) as amended.

IN WITNESS WHEREOF, the incorporating unit has adopted and authorized to be executed these Second Amended Articles of Incorporation on behalf of the County of Bay, a public Corporation of the State of Michigan, by the Chairman of its Board of Commissioners and its County Clerk.

Dated this 24th day of September, 1996

COUNTY OF BAY

By  10-1-96  
RICHARD L. BYRNE, CHAIRMAN  
BAY COUNTY BOARD OF COMMISSIONERS

By  10-1-96  
BARBARA ALBERTSON  
BAY COUNTY CLERK