

adopted 9/5/86

BY-LAWS
OF
THE ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF KENTWOOD

(A Michigan Non-Profit Corporation formed pursuant to
Act 338 of the Public Acts of 1974, as amended)

ARTICLE I

Name

The name of this corporation is the Economic Development Corporation of the City of Kentwood.

ARTICLE II

Offices

Section 1. Registered Office. The current registered office of the corporation is 4900 Breton Avenue, S.E., Kentwood City Center, Kentwood, Michigan 49508, and the Post Office address of the initial registered office is 1661 - 44th Street, S.E., Kentwood, Michigan 49508.

Section 2. Principal Office. The Corporation shall have its principal office at the location of the Registered Office and it may also maintain offices at such other place or places as the board of directors may from time to time designate.

ARTICLE III

Purpose

Section 1. Purpose. The corporation is organized with reference to Act 338 of the Public Acts of 1974, as amended, and its purpose or purposes will be to:

- a. Construct, acquire by gift or purchase, reconstruct, improve, maintain, or repair Projects (as the word "project" is defined in Act 338, Public Acts of 1974, as amended), and acquire the necessary land, or an interest in land or portions of the land for the site therefor;
- b. Acquire by gift or purchase the necessary machinery, furnishings, and equipment for a Project;
- c. Borrow money and issue its bonds or notes to finance or refinance part or all of the cost of the acquisition, purchase, construction, reconstruction, or 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. Enter into leases, lease purchase agreements, or installment sales contracts or loan agreements with any person, firm, corporation, or public authority for the use or sale of a Project, or any part thereof;
- e. Mortgage or create security interests in the Project, or any part thereof, in favor of any lender of money to or holders of bonds or notes issued by the corporation;
- f. Sell and convey the Project or any part thereof for a price and at a time as the corporation determines;
- g. Assist and participate in the designation of the land area which will be acquired in the implementation of a Project;
- h. Prepare, assist and aid in the preparation of plans, services, studies and recommendations relative to the public purposes of the corporation;
- i. Aid, assist and participate in clearing, rebuilding and rehabilitating blighted, deteriorated areas or structures;
- j. Encourage citizen participation and assistance in industrial and commercial enterprises, housing and community improvements and to disseminate information to the general public concerning the purposes and objectives of the corporation;
- k. Aid, assist and participate in the acquisition, rehabilitation or construction of industrial and commercial improvements, dwelling units or other structures or matters incidental thereto;
- l. Hold, demolish, repair, alter and improve or otherwise develop, clear, and dispose of real property;
- m. Enter into agreements or contracts with any state agency or department, its political subdivisions and 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;
- n. Accept, hold, own or acquire by bequest, devise, gift, purchase, or lease any property, real or mixed, whether tangible or intangible, without limitation as to kind, amount of value;

- o. Sell, convey, lease, rent, mortgage, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom and to invest and reinvest the principal thereof and receipts therefrom, if any;
- p. Carry on any activity for the purposes above stated, either directly or as agent, for or with public authorities, individuals, corporations or other organizations, or in whole or in part through or by means of public authorities, individuals, corporations or other organizations;
- q. Lend, grant, transfer, or convey funds, as described in Act 338, P.A. 1974, as amended, as permitted by law, but subject to applicable restrictions affecting the use of such funds;
- r. Make secured or unsecured loans, participate in the making of secured or unsecured loans, undertake commitments to make secured or unsecured loans and mortgages, sell loans and mortgages at public or private sale, rewrite sale, rewrite loans and mortgages, discharge loans and mortgages, foreclose on a mortgage, or commence an action to protect or enforce a right conferred upon it by a law, mortgage, loan, contract, or other agreement;
- s. Work with City officials, commissions and staff to coordinate, monitor, and implement economic development functions and activities; encourage public and private partnership between government and business; encourage retention, attraction, and expansion of business; evaluate revenue needs and sources for economic development; and improve public/private perception of impact development;
- t. 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 pursuant to Act 338, P.A. 1974, as amended, and for the foregoing purposes.

Section 2. Non-Profit. This corporation is incorporated pursuant to Act No. 338, Public Acts of Michigan, 1974, as amended; Act 327, Public Acts of Michigan, 1931, as amended, and Act 284, Public Acts of Michigan, 1972, as amended, and is not organized for pecuniary profit.

ARTICLE IV

Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided by statute, by the articles or incorporation or by the bylaws.

Section 2. Number, Tenure and Qualifications. The board of directors shall consist of a maximum of thirteen (13) persons. Through expiration of terms of office, resignation, retirement, death or removal, membership shall be reduced to nine (9) persons, not more than three (3) of whom shall be an officer or employee of the City. The Directors shall be appointed by terms of six (6) years, except of the Directors first appointed, four (4) shall be appointed for six (6) years, one (1) for five (5) years, one (1) for four (4) years, one (1) for three (3) years, one (1) for two (2) years and up to five (5) for one (1) year. Directors shall serve without salary, but may be reimbursed for their actual expenses incurred in the performance of their official duties and may receive a per diem of not more than Fifty Dollars (\$50.00); provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. The Mayor of the City of Kentwood, with the advice and consent of the City Commission, shall appoint the members of the board of directors of the corporation.

Section 3. Relacement and Vacancies. 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 his successor has been appointed. A director may be reappointed to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 4. Removal. A director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance by a majority vote of the Kentwood City Commission.

Section 5. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose his 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.

ARTICLE V

Meetings

Section 1. Meetings. Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or the President or any two directors. The meetings of the Board of Directors shall be public, and reasonable public notice of such meetings shall be given.

Section 2. Notice. Notice of any meeting of the Board of Directors shall be given at least four (4) days prior thereto by written notice, delivered personally or mailed to each director at his business address, or by telegram. Mailed notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope so addressed, with postage thereon prepaid. Notice by telegram shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting either before or after the meeting. The presence of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3. Quorum. A majority of the members of the board of directors then in office constitutes a quorum for the transaction of business at any meeting of the board of directors, provided, that if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board of directors, unless the vote of a larger number is required by statutes, the articles of incorporation or these bylaws.

Section 4. Participation by Communication Equipment. A member of the board of directors or of a committee designated by the board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 5. Committees. The board of directors may, by resolution adopted by a majority of the members then in office, establish one or more committees, each committee to consist of one or more of the directors of the corporation. The Chairman of the board with the advice and consent of a majority of a quorum at any meeting, shall appoint the members of each committee so established. Each member appointed to a committee shall serve

until replaced by action of the Chairman with the advice and consent of a majority of a quorum of the board. A committee so established by the board, to the extent provided in the establishing resolution, may exercise all powers and authority of the board in the management of the business and affairs of the corporation except that such committee shall not have the power or authority to: (a) Amend the articles of incorporation, (b) recommend to members a dissolution of the corporation or a revocation of dissolution, (c) amend the bylaws of the corporation, or, (d) fill vacancies in the board.

ARTICLE VI

Officers

Section 1. Officers. The officers of the corporation shall consist of a president, secretary, treasurer, and, if desired, a chairman of the board, 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 bylaws 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 he is elected and until his successor is elected and qualified or until his 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, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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, but he/she may from time to time delegate all or any part of his/her duties to an executive vice president, if one is elected, or to any vice president. He/she shall preside at all meetings of the directors unless a

chairman of the board shall have been elected; he/she 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. He/she 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. He/she shall be ex officio a member of all standing committees.

Section 6. Chairman of the Board. The chairman of the board, if one is elected, shall preside at all meetings of the board of directors, and shall have and exercise such other authority as specifically granted to him/her from time to time by a resolution of the board of directors.

Section 7. Vice Presidents. The vice president shall perform such duties as are delegated to him/her by the president, and he/she 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 8. 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. He/she shall give, or cause to be given, notice of all meetings of the board or directors, and shall perform such other duties as may be prescribed by the board of directors under whose supervision he/she shall be. He/she 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 his/her signature or by the signature of the treasurer or an assistant secretary. He/she shall be sworn to the faithful discharge of his/her duties. Assistant secretaries may be elected from time to time by the Board of Directors. Assistant secretaries shall perform in order of their seniority the duties and exercise the power of the secretary in his/her absence or in the event of his/her disability, and shall perform such other duties as the Board of Directors shall prescribe.

Section 9. 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 moneys, 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. He/she 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 directors, at the regular meetings of the board, or

whenever they may require an account of all his/her transactions as treasurer and of the financial condition of the corporation. He/she 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 his/her office, and for the restoration to the corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his/her absence or in the event of his/her disability.

Section 10. 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 11. Salaries. The officers of the corporation shall serve without salary; 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 VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may authorize any officer or officers, 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.

Section 2. Loans. No loan 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 of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. 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, 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.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 5. Execution of Bonds and Notes; Use of Facsimile Signatures. Bonds or notes issued by the corporation shall be executed in the name and on behalf of the corporation by such officer or officers of the corporation as may be designated for such purpose in the resolution authorizing the issuance of such bonds or notes. If authorized by such resolution, any officer designated therein (or all such officers) may execute such bonds or notes including coupons, if any, or cause them to be executed, with a facsimile signature in lieu of his/her manual signature, and may cause a facsimile of the corporate seal of the corporation to be imprinted thereon; provided that at least one signature required or permitted to be placed on such bonds or notes (which may include for this purpose, if authorized by such resolution, the signature of an authorized officer of any bank or trust company acting as trustee under an indenture of trust [or similar instrument] securing such bonds or notes which provides for the authentication of such bonds or notes by means of a certificate of the trustee appearing thereon) shall be manually subscribed. Any such facsimile signature and/or seal shall have the same force and effect as if the signature of such officer or officers of the corporation had been manually subscribed thereto and the corporate seal of the corporation had been impressed thereon.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the thirtieth day of June in each year.

ARTICLE IX

Indemnification

Section 1. Indemnification, Judgment, Settlement, Etc. The corporation shall 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 by reason of the fact that he/she is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, 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 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 and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Reimbursement. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 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 Section 2 upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation.

Section 4. Limitations. The corporation shall make no provision to indemnify directors or officers in any action, suit or proceeding referred to in Section 1 which shall be in conflict with the provisions of this article.

Section 5. Insurance. The board of directors may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, 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 power to indemnify him/her against such liability under Section 1 of this article.

Section 6. Merger and Reorganization. For the purposes of Sections 1 through 5 of this article, references to the corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director or officer of such constituent corporation shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation in the same capacity.

ARTICLE X

Miscellaneous

Section 1. Seal. The board of directors may provide a corporate seal which, if authorized, shall have inscribed thereon the name of the corporation and the year 1975.

Section 2. Waiver of Notice. When the board of directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements.

ARTICLE XI

Amendments

These by-laws may be altered or amended or repealed by the affirmative vote of a majority of the board of directors then in office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the above by-laws were adopted the fifth day of September, 1986.


Assistant Secretary