

# EXHIBIT D

BCS/CD-900 (Rev. 04/11)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
BUREAU OF COMMERCIAL SERVICES  
CORPORATION DIVISION**

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Attn: (Add examiner's name if this is a replacement) Tracy Goss				
Submitter's Name James J. Murray			Submitter's Phone Number 231- [REDACTED]	
If there are questions about this filing, please contact: Treisha Larson			Phone 231- [REDACTED]	
Name and/or ID Number appearing on document(s) The Bay View Association of the United Methodist Church				
Title of document(s) Restated Articles of Incorporation				
Total pages including cover sheet (if greater than 11, mail your document)		Number of pages in document(s)	Expected fee	Approved up to
8		7	\$ 20	\$ 100
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Restated Articles of Incorporation  
The Bay View Association of  
the United Methodist Church

These Restated Articles of Incorporation are signed ~~September 26~~ September 26, 2016, to amend the Articles of Incorporation of The Bay View Association of the United Methodist Church (the "association", "organization" or "corporation"), a nonprofit corporation, under the provisions of the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq. (the Act) and Act 134 of Public Act of 1905, being MCL 455.91:

The present name of the corporation is: The Bay View Association of the United Methodist Church, which remains a corporation organized under Act 39 of the Public Acts of 1889, being MCL 455.51 et seq.

The identification number assigned by the Bureau is: 820181

There are multiple former names of the corporation, including: Bay View Camp Ground Association of the Methodist Episcopal Church; The Bay View Association of the Methodist Episcopal Church; and The Bay View Association of the Methodist Church.

The date of filing of the original Articles of Incorporation was August 4, 1890, pursuant to Act 39 of P.A. 1889, being MCL 455.51 et seq.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation:

ARTICLE I

The name of the corporation is: The Bay View Association of the United Methodist Church.

The Resident Agent of the corporation is: Michael Spencer.

The Registered Office Address of the corporation is: 1715 Encampment, Petoskey, MI 49770

The Mailing Address of the Registered Office is: PO Box 583, Petoskey, MI 49770.

ARTICLE II

The names and places of residence of the original incorporators were as follows, viz:

W. H. Shier, Detroit, Michigan.

A. J. Richards, Bay City, Michigan.

David Metcalf, Adrian, Michigan.

John Mansfield, Bay City, Michigan.

J. W. Moon, Muskegon, Michigan.

J. C. Moore, Grand Rapids, Michigan.

D. F. Barnes, Kalamazoo, Michigan.

W. H. Brockway, Albion, Michigan.

John Moore, Saginaw, Michigan.  
H. Hitchcock, Detroit, Michigan.  
D. A. Ross, Bay City, Michigan.  
J. E. Jacklin, Flint, Michigan.  
L. R. Flisk, Albion, Michigan.

Harvey Joslin, Grand Rapids, Michigan.  
J. I. Buell, Grand Rapids, Michigan.  
R. R. Peeler, Three Rivers, Michigan.  
A. P. Moors, Ionia, Michigan.  
Hamilton Rich, Ionia, Michigan.  
D. W. Parsons, Big Rapids, Michigan.

### ARTICLE III

The purpose or purposes for which the corporation is organized are:

To purchase and improve lands to be occupied for summer homes, for meetings and assemblies of associations and societies organized for scientific and intellectual culture, and for the promotion of the Christian religion and morality. The incorporators' purpose is to erect buildings and make improvements on said lands, to lease portions thereof, to hold meetings and moral and religious services thereon for moral and religious purposes, and for scientific and intellectual culture.

The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE IV

The business of the association shall be managed by a board of nine trustees. At the first annual meeting nine trustees shall be elected, one-third of whom shall be elected to hold such office for the term of one year; one-third for the term of two years, and one-third for the term of three years; and thereafter at each annual meeting there shall be elected or nominated, subject to qualification, such number of trustees as shall be necessary to fill the places of trustees whose terms of office then expire and all vacancies in such board. After the first annual meeting all trustees shall hold their office for a term of three years and trustees may not be elected more than three consecutive times; however, at the next annual meeting following completion of their last term they again become eligible for reelection.

The following named persons constituted the original Board of Trustees:

W.H. Shier, D.F. Barnes, David Metcalf, J.W. Moon, J.C. Moore, A.J. Richards, Harvey Joslin, W.H. Brockway, John Mansfield.

### ARTICLE V

The meetings of the association shall be held in the County of Emmet in the State of Michigan. The real estate which it may thereafter acquire shall be situated in that county.

#### ARTICLE VI

The term of the existence of the association shall be perpetual.

#### ARTICLE VII

Only members of the association shall be eligible to the office of trustee, and a majority of the trustees shall be members of the West Michigan Conference of the United Methodist Church.

#### ARTICLE VIII

The Board of Trustees shall have authority upon such terms as they shall deem just and proper to purchase and acquire the grounds and property of the association and provide the terms upon which members of the association may become members of this association.

#### ARTICLE IX

Any person of good moral character twenty-one (21) years of age may become a member of this association by signing his or her assent to these Restated Articles in writing in such form as the Board of Trustees may prepare for that purpose upon the payment of such sum as the association may by By-Laws fix, provided always that no person shall become a member without the approval of the Board of Trustees and provided further that any member by a vote of two-thirds of the Board of Trustees may be expelled from the association who may be guilty by conviction in a court of law of any crime or immoral conduct.

In witness whereof the following set their hands and seals on the 24th day of July, A.D. 1890.

W. H. Shier  
A. J. Richards  
David Metcalf  
H. Hitchcock  
L. R. Fiske  
J. C. Moore  
D. F. Barnes  
Harvey Joslin  
W. H. Brockway  
J. W. Moon

J. Mansfield  
Daniel A. Ross  
J. I. Buell  
R. R. Peeler  
A. P. Moors  
B. W. Parsons  
J. E. Jacklin  
John Moore  
Hampton Rich

#### ARTICLE X

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt

purposes of the organization.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, this organization shall not:

1. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization; or
2. Engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

#### ARTICLE XI

The association shall indemnify officers, directors, trustees, employees, agents or volunteers of the association to the full extent allowed by the Act, as it currently is written and as it may be amended during the existence of the association, provided that such indemnity may not exceed that allowed for organizations that are exempt under section 501(c)(3) of the Internal Revenue Code and does not exceed that allowed, without penalty or taxation, under Chapter 42 of the Internal Revenue Code.

The members of the board shall be volunteer directors within the meaning of the Act. Volunteer directors and volunteer officers shall not be personally liable to the corporation or to its members for monetary damages for any action taken or failure to take any action as a director, volunteer director or volunteer officer, except liability from any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
2. Intentional infliction of harm on the corporation or members.
3. A violation of section 551 of the Act.
4. An intentional criminal act.
5. A liability imposed under section 497(a) of the Act.

The association hereby assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled laws.

Provided, however, that the association shall not be considered to have assumed any liability of a volunteer to the extent such assumption is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code, as amended.

If the Act is amended after filing these Restated Articles to authorize the further elimination or limitation of the liability of trustees or officers of nonprofit corporations, then the liability of members of the Board of Trustees and of officers of the association, in addition to the limitation, elimination and assumption of personal liability contained in this Article XI, shall be assumed by the association or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code. No amendment or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this association for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

In the event of a conflict between the provisions of this amended Article XI and applicable provisions of the association By-Laws, the provisions of this Article XI shall govern.

## ARTICLE XII

Upon dissolution of the organization, all assets of the organization remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to the West Michigan Conference of the United Methodist Church.

If on the date of such proposed distribution, The West Michigan Conference of the United Methodist Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under The Book of Discipline of The United Methodist Church, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of The West Michigan Conference of the United Methodist Church upon its dissolution.

If pursuant to the preceding paragraphs, the organization's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this organization; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Restated Articles of Incorporation were duly adopted on the 8<sup>th</sup> day of August, 2015. These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by at least a 2/3 vote of all members present and voting thereon consistent with PA 134 § 1905; being MCL 455.91. The necessary number of votes was cast in favor of these Restated Articles of Incorporation.



CERTIFICATION

We, Jon Chism and Margaret Child Smith, being President and Secretary, respectively of the membership of the Bay View Association of the United Methodist Church hereby certify that the foregoing resolution was duly adopted at a meeting of the membership of the Bay View Association of the United Methodist Church on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan, 49770.

Jon Chism  
Jon Chism, President

STATE OF MICHIGAN        )  
  ) ss  
COUNTY OF Emmet        )

On this 26 day of September, 2016, before me did appear Jon Chism, to me personally known and under oath did state that he is the President of the Bay View Association of the United Methodist Church and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan.

Mary Plutau  
Notary Public, Emmet County, MI  
My Commission Expires: July 9, 2023

Margaret Child Smith  
Margaret Child Smith, Secretary

STATE OF MICHIGAN        )  
  ) ss  
COUNTY OF Emmet        )

On this 23 day of September, 2016, before me did appear Margaret Child Smith, to me personally known and under oath did state that she is the Secretary of the Bay View Association of the United Methodist Church, and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015 at John M. Hall Auditorium, Bay View, Michigan.

Mary Plutau  
Notary Public, Emmet County, MI  
My Commission Expires: July 9, 2023