

# EXHIBIT H

**Goss, Tracy (LARA)**

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**From:** Goss, Tracy (LARA)  
**Sent:** Tuesday, June 28, 2016 2:04 PM  
**To:** [REDACTED] 4012313472949@michigan.gov  
**Subject:** THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

**Follow Up Flag:** Follow up  
**Due By:** Tuesday, July 12, 2016 2:04 PM  
**Flag Status:** Flagged

CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,  
CORPORATIONS DIVISION

ID NUMBER: 820181

We received Restated Articles for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The restated articles do not substantially conform for the following reasons:

1. PA 134 of 1905 provides for amending Articles of a corporation formed under PA 39 of 1889 and section 642 of PA 162 of 1982 provides authority for Restated Articles. Therefore, the preamble above the present name of the corporation should also reference PA 134 of 1905 in addition to the Michigan Nonprofit Corporation Act. The statement directly above Article I should include a reference to PA 39 of 1889 so it is clear the corporation remains a corporation under that act. On the first former name (under the ID number), there should be no hyphen between Methodist and Episcopal.
2. In Article III, subsection 2, 501(c)(3) language has been added and also the statement that "the organization is organized and operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of the West Michigan Conference of the United Methodist Church and is operated, supervised or controlled by the West Michigan Conference of the United Methodist Church." The Article then ends with the provision "This section may not be amended without the approval of the West Michigan Conference of the United Methodist Church." MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting, and also that "no such amendment shall change the general purpose for which the corporation was formed", we find no statutory authority for the statements above in Article III, section 2 after the 501(c)(3) language.
3. In Article VII, subsection 2, the provision provides that at least 60% of the Trustees be appointed by the United Methodist Church and that the section may not be amended without approval of the West Michigan Conference of the United Methodist Church. MCL 455.56 provides for the manner and election of the board of trustees by the members of the

association, we find no statutory authority for the proposed restrictions. Article X in the last sentence also contains the restriction on the amendment of that article requiring approval of West Michigan Conference of the United Methodist Church

4. In Article XI, the second paragraph references "volunteer director, volunteer officers or other volunteers". The provisions immediately following are from section 209(c) of PA 162 of 1982 and that section refers only to directors and volunteer officers only and does not provide for the inclusion of other volunteers. Section 209(e) includes provisions related to other volunteers which is appropriate to include in the proposed Article XI.
5. The corporation must have a resident agent and registered office pursuant to section 241 of PA 162 or 1982. Please add an article for the resident agent/registered office.
6. In the approval section at the end of Article XII, the language must state that the approval was pursuant to the provisions of Section 1 of PA 134 of 1905 by at least 2/3 vote of all members present at the annual meeting.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to [cdfilings@michigan.gov](mailto:cdfilings@michigan.gov). Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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If you have any questions, please contact me by calling (517) 241-6470.

**Goss, Tracy (LARA)**

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**From:** Goss, Tracy (LARA)  
**Sent:** Tuesday, August 02, 2016 11:48 AM  
**To:** [REDACTED] 4012313472949@michigan.gov  
**Subject:** THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

**Follow Up Flag:** Follow up  
**Due By:** Tuesday, August 16, 2016 11:47 AM  
**Flag Status:** Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,  
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reasons:

1. The corporation name in paragraph 1 is missing the word "The" and should read The Bay View Association of the United Methodist Church. I apologize for not addressing this issue previously.
2. In Article I, sentence three, the correct term is "registered office address." In sentence four, is the PO Box the mailing address of the resident agent or of the corporation? If PO Box is the corporation's mailing address, no change is required as that information is not required in the Articles. However, if the PO Box is the mailing address of the resident agent, the statement should be "mailing address of the registered office."
3. As before in Article III, subsection 2, 501(c)(3) language has been added and also the statement that "the organization is organized and operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of the West Michigan Conference of the United Methodist Church and is operated, supervised or controlled by the West Michigan Conference of the United Methodist Church." We find no statutory authority for this statement in Article III, section 2 after the 501(c)(3) language as MCL 455.51 provides the purposes of a summer resort association.
4. In Article VII, subsection 2, the provision provides that at least 60% of the Trustees be appointed by the United Methodist Church and that the section may not be amended without approval of the West Michigan Conference of the United Methodist Church. MCL 455.56 provides for the manner and election of the board of trustees by the members of the association, we find no statutory authority for the proposed restrictions that would also require approval by the West Michigan Conference of the United Methodist Church

5. The last sentence of Article X still contains the approval restriction where that Article cannot be amended without the approval of the West Michigan Conference of the United Methodist Church. A new article was also added, labeled as Article VIII but any additional article would be Article XIII. As before, MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would prevent approval unless the West Michigan Conference of the United Methodist Church also approves any amendment.

For the issues in items 3 through 5, if you believe there is statutory authority for the proposed provisions, please provide the rationale in writing and the applicable statutory citations.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to [cdfilings@michigan.gov](mailto:cdfilings@michigan.gov). Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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If you have any questions, please contact me by calling (517) 241-6470.

**Goss, Tracy (LARA)**

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**From:** Goss, Tracy (LARA)  
**Sent:** Thursday, September 15, 2016 4:50 PM  
**To:** 'IMCEAFAX-Treisha+20Larson+4012313472949@michigan.gov'  
**Subject:** THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

**Follow Up Flag:** Follow up  
**Due By:** Thursday, September 29, 2016 4:49 PM  
**Flag Status:** Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,  
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reason:

1. Article XIII contains the approval restriction whereby Articles III, Section 2; Article X; Article XII, and Article XIII may be not amended without the approval of the West Michigan Conference of the United Methodist Church. As we previously stated in prior correspondence, MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would prevent approval unless the West Michigan Conference of the United Methodist Church also approves any amendment.

If you believe there is statutory authority for Article XIII, please provide the rationale in writing and the applicable statutory citations.

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If you have any questions, please contact me by calling (517) 241-6470.

(Mr) Tracy L. Goss  
(517)-241-6470  
Corporations Division

**Goss, Tracy (LARA)**

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**From:** Goss, Tracy (LARA)  
**Sent:** Wednesday, September 21, 2016 5:23 PM  
**To:** [REDACTED]4012489014040@michigan.gov  
**Subject:** THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 004789

**Follow Up Flag:** Follow up  
**Due By:** Wednesday, October 05, 2016 5:23 PM  
**Flag Status:** Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,  
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reason:

1. Article XIII provides that "These Restated Articles of Incorporation may be amended only as permitted by the By-Laws of the corporation." MCL 455.91 specifically provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would allow any different sort of approval or restriction like appears in Article XIII.

If you believe there is statutory authority for Article XIII, please provide the rationale in writing and the applicable statutory citations.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to [REDACTED]. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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