

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles of Incorporation:

1. The present name of the corporation is:

TWIN LAKES PROPERTY OWNERS ASSOCIATION

2. The corporation identification number (CID) assigned by the Bureau is:

795759

3. The date of filing the original Articles of Incorporation was:

August 26, 2005

The following Restated Articles of Incorporation supersede the Articles of Incorporation as previously filed and shall be the Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is:

TWIN LAKES PROPERTY OWNERS ASSOCIATION

ARTICLE II

The corporation is organized exclusively for educational and charitable purposes. The corporation's principal activities include:

- Preserving the quality of East and West Twin Lakes
- Educating members and the community of ways to preserve the lakes
- Testing the water quality of the lakes and reporting to members
- Educating the community of the importance of the lakes and ways to preserve the lakes
- Educating members and the community of laws, rules and regulations pertinent to the lakes.
- Welfare and improvement of the lakes and lakes' community.

Membership is open to any property owner who has direct access or private easement access to either East or West Twin Lake. Non-voting associate membership is available to anyone interested in the goals of the corporation. The corporation shall not discriminate against applicants for membership on the basis of sex, age, handicap, religion, creed, race, sexual orientation, color or national or ethnic origin.

ARTICLE III

The corporation is organized on a non-stock, directorship basis. Financial information will be published for the general membership annually.

The corporation is to be financed by membership fees, contributions, and interest on investments.

ARTICLE IV

The mailing address of the current registered office is PO Box 807, Lewiston, MI 49756. The name of the current resident agent is either the current President or a current resident appointed by the President.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Any member of the Board of Directors of the corporation who does not receive anything of value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred to the director in his or her capacity as a director is a Volunteer Director. A Volunteer Director shall not be personally liable to the corporation for monetary damages for a breach of the Volunteer Director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Volunteer Director for any of the following:

1. A breach of the Volunteer Director's duty of loyalty to the corporation;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551 (1) of the Michigan Non-profit Corporation Act, as amended;
4. A transaction from which the Volunteer Director derived an improper personal benefit;
5. An act or omission that is grossly negligent.

In addition, the corporation assumes all liability to any person other than the corporation for all acts or omissions of any Volunteer Director in his or her capacity as a Volunteer Director of the corporation occurring on or after August 1, 2008.

ARTICLE VIII

The corporation shall provide indemnification to persons who serve or have served as directors, officers, employees or agents of the corporation, and to persons who serve or have served at the request of the corporation as directors, officers, employees, partners or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, to the fullest extent permitted by the Michigan Non-profit Corporation Act, as the same now exists or may hereafter be amended.

These Restated Articles of Incorporation were duly adopted on the 29th day of May, 2021, in accordance with the provisions of Section 642 of the ACT. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the vote of the directors. The necessary number of votes was cast in favor of these Restated Articles of Incorporation.

