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ARTICLES OF INCORPORATION

of

Blue Water Land Fund, Inc.

A Michigan Nonprofit Corporation organized in support of
The Community Foundation of St. Clair County

Administrator
BUREAU OF COMMERCIAL SERVICES

Bureau of Commercial Services

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, as amended, (the "Act") the undersigned corporation executes the following articles:

ARTICLE I

NAME

The name of the corporation is Blue Water Land Fund, Inc. (the "Corporation").

ARTICLE II

PURPOSE

The Corporation is formed for the sole purpose of, and shall at all times be operated exclusively for, charitable or other exempt purposes by acting for the benefit of, performing the functions of, or carrying out the charitable or other exempt purposes of the Community Foundation of St. Clair County (the "Community Foundation"), a Michigan nonprofit corporation classified as a tax-exempt public charity pursuant to Sections 501 (c)(3), 170(b)(1)(A)(vi) and 509 (a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be a Type I supporting organization within the meaning of Section 509(a)(3) of the Code because it shall be operated, supervised and controlled by the Community Foundation.

The primary purpose of the Corporation is to support and enhance the Community Foundation's efforts in developing and maintaining a river walk, to be known as the "Blue Water River Walk," along a nearly one-mile-long stretch of the St. Clair River shoreline. For almost 100 years, this prime waterfront property, now known as Desmond Landing, was an industrial wasteland. The Community Foundation intends, through the Corporation, to accept ownership of this waterfront property from a generous private donor, to return the shoreline to a more natural state by restoring natural plant and wildlife habitat where possible, and to grant public access to the shoreline in perpetuity. In furtherance of this primary purpose, specific purposes of the Corporation will include:

- a) Owning and caring for certain park space (the "Park Space") along the shoreline of the St. Clair River, beginning approximately 500 yards south of the confluence of the Black River, in Port Huron, Michigan, and extending south for

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approximately 4,300 linear feet to the Military Street underpass.

- b) Allowing public access to the shoreline of the St. Clair River via the Park Space.
- c) Supporting education and outreach efforts that teach the public about the value of the St. Clair River ecosystem, its rich history, and the plant and animal wildlife that inhabit it.
- d) Supporting coastal habitat restoration along the Park Space.
- e) Facilitating public access to the waterfront along the Park Space for fishing, strolling and other recreational and educational purposes.
- f) Acquiring, owning disposing of, and dealing with real and personal property and interests therein and applying gifts, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation and of the Community Foundation.
- g) Acquiring, owning, protecting and preserving other parcels of real estate as the Board may deem important for conservation, protection and/or public access purposes for the betterment of the community or region.
- h) Soliciting, receiving, expending and administering property to support the Community Foundation's efforts to promote and develop the Blue Water River Walk;
- i) Accepting and managing qualified conservation contributions for conservation purposes pursuant to Internal Revenue Code Section 170(h).
- j) Supporting and enhancing the Community Foundation's efforts in community development, tourism and the promotion of outdoor recreation.
- k) Doing such things and performing such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE III

ORGANIZATION, ASSETS, AND FUNDING

The Corporation is organized upon a nonstock directorship basis without members.

The Corporation possesses no real property and no personal property at the time that these Articles are being filed.

The Corporation is to be financed by donations, contributions from individuals and organizations, special events, and other sources which may be available.

ARTICLE IV

REGISTERED OFFICE AND RESIDENT AGENT

The street address and the mailing address of the initial registered office is:

516 McMorran Blvd.
Port Huron, Michigan 48060

The initial resident agent at the registered office is Randy Maiers.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is:

Randy Maiers
516 McMorran Blvd.
Port Huron, Michigan 48060

ARTICLE VI

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons. The Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to 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 (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VII

DISSOLUTION

On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed to the Community Foundation provided it is exempt from tax under Section 501(c)(3) of the Code. If, upon dissolution, the Community Foundation is not in existence or is not an organization described in Section 501(c)(3) of the Code, the property remaining after providing for debts and obligations of the Corporation shall be distributed to one or more organizations selected by the Board of Directors which are organized and operated exclusively for charitable purposes similar to and compatible with the purposes of the Community Foundation (expressly including, but not necessarily limited to, community and/or economic development in St. Clair County, Michigan) and qualify as an exempt organization, or exempt organizations, as the case may be, under Section 501(c)(3) and either Section 509(a)(1) or 509(a)(2) of the Code. If the Board of Directors fail to agree upon the proper organization or organizations within ninety days of the dissolution or imminent termination of the Corporation, any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located to such organization or organizations which are then described in Section 501(c)(3) and either Section 509(a)(1) or 509(a)(2) of the Code, as said court shall determine, taking into account the purposes for which the Corporation was organized.

If the total market value of the assets of the Corporation shall be less than \$50,000 or less than such other amount as a majority of all of the Directors shall determine is economical to administer, the Directors are authorized to dissolve the Corporation and to distribute the remaining assets of the Corporation as provided in the first paragraph of this Article VII.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be appointed by the Board of Directors of the Community Foundation as set forth in the Bylaws of the Corporation. The Corporation shall have an odd number of Directors and not less than seven Directors.

ARTICLE IX

LIABILITY OF DIRECTORS AND OFFICERS

No member of the Board of Directors of the Corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), nor any volunteer officer of the Corporation, shall be personally liable to the Corporation for monetary damages for

a breach of the Director's or Officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a Director or Officer for any of the following:

- a) a breach of the Director's or Officer's duty of loyalty to the Corporation;
- b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) a violation of section 551(1) of the Act;
- d) a transaction from which the Director or Officer derived an improper personal benefit;
- e) an act or omission occurring before the filing of these Articles of Incorporation;
or
- f) an act or omission that is grossly negligent.

The Corporation assumes all liability to any person, other than the Corporation, for all acts or omissions of a Director who is a volunteer director, as defined in the Act, or a volunteer officer, incurred in the good faith performance of the Director's or Officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or any successor provision of similar import.

If the Act is amended, after the filing of these Articles of Incorporation, to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Directors or Officers, in addition to that described in this Article IX, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or any successor provision of similar import. No amendment or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or Officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE X

LIABILITY OF VOLUNTEERS

The Corporation assumes the liability for all acts or omissions of a volunteer occurring on or after the filing of these Articles of Incorporation if all of the following conditions are met:


- a) The volunteer was acting or reasonably believed he or she was acting within the

scope of his or her authority.

- b) The volunteer was acting in good faith.
- c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- d) The volunteer's conduct was not an intentional tort.
- e) 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.

These Articles of Incorporation are signed by the incorporator on April 27, 2011.

Incorporator:



Randy Maiers

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