

SOUTHEAST MICHIGAN LAND CONSERVANCY ARTICLES OF INCORPORATION

As certified by the Michigan Department of Labor & Economic Growth

(formerly Department of Commerce – Corporation and Securities Bureau)

ORIGINAL FILING 1988 July 5
AMENDED 1989 December 27
AMENDED 2005 December 29

[2005DEC29] - Refers to date each article was last revised. See "SMLC Articles of Incorporation" on file at the SMLC office for original Certificate of Amendment documents.

Pursuant to provisions of Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Articles:

Article I:

The name of the corporation is: SOUTHEAST MICHIGAN LAND CONSERVANCY

The corporation identification number (CID) assigned by the Bureau is: **720-481**.

[1988JUL5]

Article II:

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

To promote the wise use and conservation of bur land resources;

To acquire, maintain, and protect open space (e.g., any area free of intensive residential, commercial or industrial development) including, but not limited to, nature sanctuaries, nature preserves, natural areas, wetlands, forests, parks, prairies, farms and associated land and buildings, demonstration farms, community gardens, and other environmentally or culturally significant areas (many of which contain, or contribute to, habitat for fish, wildlife, and plants, sustain agriculture or enrich the quality of life for area residents), by acquiring fee title to properties, obtaining conservation easements and/or securing development rights, and to hold land or interests in land in trust for the people of the State of Michigan in perpetuity;

To educate the public on the importance of maintaining parks and natural areas for environmental protection, wildlife habitat, and for enhancing the quality of life of area residents, and to provide opportunities for people to interact with nature and farm land;

To assist local governments in developing land use plans and park land acquisition and maintenance programs;

to assist in developing resource inventories including, but not limited to, open space, wetlands, forests, flood plains, farmland, plant and animal species and associated wildlife habitats;

and overall to promote, preserve, and maintain our land resources for the benefit of present and future generations.

[2005DEC29]

Article III:

The corporation is organized upon a NON-STOCK basis [options: STOCK, NONSTOCK];

The description and value of its real property assets are: NONE;

The description and value of its personal property assets are NONE;

The corporation is to be financed under the following general plan: Donations from the general public, corporations, and foundations;

The corporation is organized on a DIRECTORSHIP basis [options: DIRECTORSHIP, MEMBERSHIP].

[1988JUL5]

Article IV:

The address of the registered office is:

6410 St. Mary's
Detroit, MI 48228

The name of the registered agent of the registered office is:

Jack R. Smiley

[1988JUL5]

Article V

The names and addresses of all the incorporators are as follows:

Jack R. Smiley	6410 St. Mary's, Detroit, MI 48228
Celeste Vollmer	8915 Manton, Plymouth, MI 48170
Marlene A. Slavin	32 Snow Court, Dearborn, MI 48124

[1988JUL5]

Article VI

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 2 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 (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any powers that are not in furtherance of the purposes of this corporation.

[1989DEC27]

[2005DEC29 - unchanged]

Article VII

In the event of dissolution, all debts and liabilities shall first be paid according to their respective priorities. Any remaining assets shall be contributed to a similar non-profit charitable organization which is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

[1989DEC27]

[2005DEC29 - unchanged]

Article VIII

All real property owned by the corporation that is held for conservation purposes shall be open to all residents of the state for educational or recreational use, including, but not limited to, low-impact, nondestructive activities such as hiking, bird watching, nature study, cross-country skiing, or snowshoeing. Such use shall be limited to those that do not interfere with the purposes for which such land is held, therefore any recreational activities which in the view of the corporation are destructive, or potentially destructive, to the environment, including, but not limited to, activities such as off-road motorized vehicles, horse back riding or off-road biking, shall be strictly prohibited unless specifically approved by the corporation for specific properties, or areas of properties, on a case-by-case basis.

[2005DEC29]

Article IX

All real property, and interests in real property, owned by the corporation that are held for conservation purposes shall be protected in perpetuity. No conservation property shall be released from permanent protection unless both of the following conditions are satisfied:

- (i) The property is no longer suitable for the purposes described in these Articles of Incorporation

- (ii) The sale of the property, or release of the interest, is approved by a majority vote of the directors

No officer, board member, employee, or trustee or the family member of an officer, board member, employee, or trustee shall benefit from the sale, or release, of any of the corporation's interests in property.

[2005DEC29]

Article X

For the purposes above "Nature sanctuaries", "nature preserves" and "natural areas" shall mean areas that predominately contain natural habitat for fish, wildlife and plants, including, but not limited to, parks, open space, wetlands, woodlands, forests, and flood plains. Farmland, e.g., land currently under active, or formerly under active, agricultural cultivation, and associated buildings and structures, that are contiguous to, or associated with, natural areas intended to be conserved shall be considered an extension of such natural areas because productive agriculture land provides important habitat and food sources for wildlife, especially for resident and migratory birds. Such farm land may, in the future, also be allowed to revert to a more natural condition to extend the habitat for fish, wildlife and plants.

[2005DEC29]