

ARTICLES OF INCORPORATION  
of  
ANN ARBOR BUILDING AUTHORITY

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These Articles of Incorporation of the Ann Arbor Building Authority are adopted by the incorporating unit for the purpose of creating an Authority under the provisions of Act 31 of the Public Acts of Michigan of 1948 (Extra Session), as amended.

ARTICLE I.

The name of this corporation is the ANN ARBOR BUILDING AUTHORITY.

ARTICLE II.

The incorporating unit creating this Authority is the City of Ann Arbor, Michigan.

ARTICLE III.

This Authority is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and/or maintaining a building or buildings, automobile parking lots or structures, and the necessary site or sites therefor for the use of the City of Ann Arbor.

ARTICLE IV.

POWERS AND DUTIES:

Section 1. The Authority shall be a body corporate with power to sue and be sued in any court of the State of Michigan.

Section 2. The Authority and the incorporating unit shall have the power to enter into a contract or contracts whereby the Authority will acquire property necessary to accomplish the purposes of this incorporation, and as contemplated by the terms of the Enabling Act, and to lease said property to the incorporating unit for a period not to exceed forty (40) years.

Section 3. The Authority shall have the power to increase the consideration specified in any contract or lease with the incorporating unit whenever during the term of the lease or leases an increase of rent is necessary to provide funds to meet its obligations.

Section 4. For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, gift, devise or condemnation, and for the purpose of condemnation it may proceed under the provisions of Act No. 149 of the Public Acts of 1911, as now or hereafter amended, or any other appropriate statute.

Section 5. For the purpose of acquiring, improving and/or enlarging any such building or buildings or automobile parking lots or structures, and the necessary site or sites therefor, and for furnishing and equipping the same, the Authority may issue self-liquidating revenue bonds in accordance with and subject to the provisions of Act No. 94 of the Public Acts of 1933, as now or hereafter amended: Provided, However, that such bonds shall be payable solely from the revenues of such property, which revenues shall be deemed to include payments made under any lease

or other contract for the use of such property; and, provided further, that no such bonds shall be issued unless the property whose revenues are pledged has been leased by the Authority for a period extending beyond the last maturity date of the bonds. For the purpose of Section 33 of said Act, the limits of the Authority shall be deemed to coincide with those of the City of Ann Arbor. If a sufficient referendum petition shall be filed as provided in said Section requesting a referendum upon the question of the issuance of revenue bonds by the Authority, then such question may be submitted by the Commission of the Authority at any general or special election to be held in the City.

Section 6. When all bonds for any particular improvement issued pursuant to the provisions of the Enabling Act under which the Authority is incorporated shall have been retired, the Authority may convey title to the property acquired to the incorporating unit in accordance with any agreement adopted by the governing body of the incorporating unit.

Section 7. All property owned by the Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 8. The Authority shall possess all the powers necessary to carry out the purposes of its incorporation, including the incidental powers necessary thereto. The powers herein granted shall be in addition to those granted by any statute or charter, or any future statute or amendment thereto, and the enumeration of any power either in these Articles of Incorporation or in the Enabling Act shall not be construed as a limitation upon the general powers of this Authority.

Section 9. The term of this corporation and Authority shall be fifty (50) years.

ARTICLE V.

GOVERNING BODY - OFFICERS:

Section 1. The Authority shall be directed and governed by a Board of Commissioners of Five (5) members known as the "Commission," each to be appointed by the Ann Arbor City Council. No member of the legislative body of the incorporating unit shall be eligible for membership or appointment to this Authority.

Section 2. The terms of the Commissioners constituting the first Commission shall be for the first Commissioner six (6) years, the next two Commissioners four (4) years, and the next two Commissioners two (2) years; thereafter succeeding Commissioners shall serve for six (6) year terms: Provided, however, that initial terms of office shall commence upon acceptance of appointment and shall terminate on the 30th day of June following the specified term, and terms of succeeding Commissioners shall commence on July 1st.

Section 3. The Commission shall designate one of its members as chairman, one of its members as secretary, and one of its members as treasurer, each to be designated for such term in office as may be fixed by their bylaws.

Section 4. The Commission shall adopt and may amend bylaws and rules of procedure consonant with the provisions of the Enabling Act and providing therein for regular meetings of the Commission in accordance with the terms and provisions of the Enabling Act.

Section 5. The Commission shall adopt a corporate seal.

Section 6. The chairman shall preside at meetings of the Commission and may sign and execute all authorized bonds, contracts, checks, and other obligations in the name of the Authority when so authorized by the Commission. He shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to him by the Commission.

Section 7. The secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose. He shall attend to the giving, serving and receiving of all notes or process of or against the Authority. He may sign with the chairman in the name of the Authority all contracts authorized by the Commission, and when so ordered, he shall affix the seal of the Authority thereto. He shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination by the Commission, or any member thereof, and in general perform all the duties incident to this office. The secretary shall preside at meetings of the Commission in the absence of the chairman.

Section 8. The treasurer shall have custody of all the funds and securities of the Authority which may come into his hands or possession. When necessary or proper, he shall endorse in behalf of the Authority for collection, checks, notes and other obligations. He shall deposit them to the credit of the Authority in a designated bank or depository. He shall sign all receipt and vouchers for payments made to the Authority.

002577

He shall jointly with such other officer as may be designated by the Commission sign all checks, bonds, promissory notes or other obligations of the Authority when so ordered by the Commission. He shall render a statement of his cash accounts when required by the Commission. He shall enter regularly in the books of the Authority to be kept by him for this purpose full and accurate accounts of all moneys received and paid by him on account of the Authority, and shall at all reasonable times exhibit his books and accounts to the Commission or any member thereof when so required. He shall perform all acts incidental to the position of treasurer fixed by the bylaws and as assigned to him from time to time by the Commission. He shall be bonded for the faithful discharge of his duties as treasurer, the premium to be paid by the Authority.

Section 9. Annual compensation, if any, for the members of the Commission shall be fixed by the Commission when approved by the Ann Arbor City Council.

Section 10. Vacancies occurring in the office of this Commission shall be filled in the same way that the original appointment is made, said appointment to be for the period of the unexpired term.

Section 11. The Commission or any of its members may be removed from office for cause by an affirmative majority vote of the legislative body of the incorporating unit.

Section 12. The books and records of the Authority and of the Commission, officers and agents thereof, shall be open to inspection and audit by the incorporating unit at all reasonable times. The

002573

Authority shall submit an annual report to the incorporating unit.

#### ARTICLE VI.

Section 1. The County Clerk for the County of Washtenaw shall cause a copy of these Articles of Incorporation to be published once in the Ann Arbor News, Ann Arbor, Michigan, being a newspaper of general circulation within the County of Washtenaw, as provided by the Enabling Act.

#### ARTICLE VII.

##### AMENDMENTS:

Section 1. Amendments may be made to these Articles of Incorporation as provided in Section 10 of Act 31 of the Michigan Public Acts, Extra Session, 1948.

#### ARTICLE VIII.

##### REGISTERED OFFICE:

Location of registered office and post office address of this Authority is:

The Office of the Ann Arbor City Clerk  
Ann Arbor, Michigan

#### ARTICLE IX.

Section 1. These Articles of Incorporation shall become effective and be in full force and effect ten (10) days after their adoption as provided in Section 4 of the Enabling Act, being Act 31 of

the Public Acts, Extra Session of 1948.

IN WITNESS WHEREOF, the incorporating unit has adopted and authorized to be executed these Articles of Incorporation in behalf of the City of Ann Arbor, a public corporation of the State of Michigan, by the Mayor and City Clerk.

CITY OF ANN ARBOR, a public  
Corporation

By William Hall  
Mayor Pro Tem

By Laurel H. DeWitt  
Acting City Clerk

(SEAL)



002581

The foregoing Articles of Incorporation were adopted by the City Council of the City of Ann Arbor, Washtenaw County, Michigan, at a meeting duly held on the 6th day of July, 1965.

*Laubert H. Fleming*  
Acting City Clerk

Dated: July 7th, 1965

City of Ann Arbor  
County of Washtenaw, Michigan

Minutes of a Regular Meeting of the City Council of the City of Ann Arbor, County of Washtenaw, Michigan, held on the 6th day of July, 1965, at the City Hall in said City at 7:30 o'clock p. m., Eastern Standard Time.

PRESENT: ~~Councilman~~ Councilwoman Burns, Councilmen Curry, Crary, Johnson, Hathaway, Cappaert, Balzhiser and Mayor Pro Tem Habel.

ABSENT: Councilmen Weeks, Pierce and Mayor Hulcher.

The following preamble and resolution were offered by Councilman Hathaway and supported by Councilman Cappaert:

WHEREAS, the City of Ann Arbor is in immediate need of additional parking facilities and may be in the need of additional public buildings;

AND WHEREAS, it has been determined by the City Council that in order to finance the construction of and also operate and maintain said new facilities it is desirable and necessary that a Municipal Building Authority be incorporated in accordance with the provisions of Act 31 of the Public Acts of Michigan of 1948 (Extra Session), as amended;

AND WHEREAS, the Articles of Incorporation of the Ann Arbor Building Authority have been prepared;

NOW, THEREFORE, BE IT RESOLVED THAT:

002581

1. The Articles of Incorporation of the Ann Arbor Building Authority, a copy of which is attached to this resolution, are hereby approved and the Mayor and City Clerk are hereby authorized and directed to execute said Articles of Incorporation for and on behalf of the City of Ann Arbor and to file and publish the same in accordance with the provisions of said Act.

2. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: ~~XXXXXXXX~~ Councilwoman Burns, Councilmen Curry, Crary, Johnson, Hathaway, Cappaert, Balzhiser and Mayor Pro Tem Habel.

NAYS: Councilmen None

RESOLUTION DECLARED ADOPTED.

*Robert H. Fleming*  
Acting City Clerk