

CITY OF DETROIT BUILDING AUTHORITY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
(Original Articles of Incorporation Filed January 24, 1974)

These Amended and Restated Articles of Incorporation are adopted as the Articles of Incorporation of the City of Detroit Building Authority, a building authority formed under the provisions of Act 31, Public Acts of Michigan of 1948 First Extra Session, as amended, (hereinafter referred to as the "Act").

ARTICLE I

The name of this corporation and authority is the City of Detroit Building Authority (hereinafter sometimes referred to as the "Authority").

ARTICLE II

The incorporating unit is the City of Detroit, in the County of Wayne, State of Michigan (hereinafter sometimes referred to as the "City"), a municipal corporation in the State of Michigan.

This Authority is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and/or maintaining a building or buildings (including but not limited to health and public safety facilities), automobile parking lots or structures, independently or adjunct to other buildings, recreational facilities, stadiums, and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, for the use of any legitimate public purpose of the City of Detroit.

ARTICLE III

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 City shall have the power to enter into a contract of lease whereby the Authority shall acquire property necessary to accomplish the purposes of this incorporation and contemplated by the terms of the enabling act, and lease said property to the City for a period not to exceed fifty (50) years, all in accordance with the provisions of the Act.

Section 3. The corporate limits of the Authority shall be deemed to coincide with those of the City.

Section 4. For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, lease, 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. The Authority shall also have the power to enter into a contract or contracts of lease pursuant to which the Authority will acquire a building or buildings (including but not

limited to health and public safety facilities), automobile parking lots or structures, independently or as adjunct to other buildings, recreational facilities, stadiums and the necessary site or sites therefor, together with the appurtenant properties and facilities necessary or convenient for the effective use thereof, to be leased to the City for sublease to any one or more persons, firms or corporations, for purposes which benefit and serve legitimate public purposes of the City. The Authority's power to enter into any contract of lease is subject to prior approval of such contract of lease by a majority of the members of the Common Council of the City after a public hearing.

Section 6. For the purpose of acquiring, improving, and/or enlarging any such building or buildings (including but not limited to health and public safety facilities), automobile parking lots or structures, independently or as adjunct to other buildings, recreational facilities, stadiums and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, the Authority may issue Building Authority Bonds in accordance with and subject to the provisions of the Act.

Section 7. When all bonds issued to finance a specific building, automobile parking lots or structures, independently or as adjunct to other buildings or recreational facilities or stadiums shall have been retired, the Authority shall convey title to said building, automobile parking lots or structures, independently or as adjunct to other buildings, or recreational facilities or stadiums, the site therefor and any appurtenant properties and facilities therein financed by such bonds, to the City.

Section 8. All property owned by the Authority shall be exempt from taxation by the State of Michigan or any taxing unit therein.

Section 9. The Authority shall possess all the powers necessary to carry out the purpose 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 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 such general powers.

In addition to any other powers, the Authority shall have the power to employ a General Manager and such other employees as it deems necessary to perform the functions, duties and powers of the Authority including but not limited to the operation, maintenance and repair of any buildings, automobile parking lots or structures, independently or as adjunct to other buildings, or recreational facilities or stadiums acquired by the Authority. The General Manager and all employees of the Authority shall be residents of the City. Further, the Authority shall also have the power to contract with public agencies, private persons, partnerships or corporations for the operation, maintenance or repair of any buildings, automobile parking lots or structures, independently or as adjunct to other buildings, or recreational facilities or stadiums acquired by the Authority.

Section 10. The Authority shall continue in existence until dissolved by law or by action of the Common Council of the City of Detroit; provided, however, that the Authority shall not be dissolved if any bonds issued by it shall be outstanding or no proper arrangements made for the payment thereof, or if such dissolution would operate as an impairment of its contracts.

Section 11. The fiscal year of the Authority shall coincide with and be the same as the fiscal year of the City.

ARTICLE IV

Section 1. The Authority shall be directed and governed by a Board of Commissioners of five members known as the "Commission". The members of the Commission shall be the Mayor of the City of Detroit or, in the absence or temporary disability of the Mayor, the Deputy Mayor or the Mayor's designee, from the Mayor's Executive Staff, both of whom shall have the same rights and privileges, as other members; two persons to be selected by the Mayor (one of whom shall be approved by a majority of the members of the Common Council of the City of Detroit), and two persons to be selected by a majority of the members of the Common Council of the City of Detroit. All members of the Commission shall be registered electors of the City of Detroit.

Section 2.

(a) The terms of the Commissioners shall be four (4) years, except that the terms of the first Commissioners appointed by both the Mayor and the Common Council shall terminate January 31, 1974. Thereafter, the term of the first Commissioner appointed by the Mayor shall be one (1) year, the term of the first Commissioner appointed by the Common Council shall be two (2) years; the term of the second Commissioner appointed by the Mayor (with the approval of the Common Council) shall be three (3) years; and the term of the second Commissioner appointed by the Common Council shall for four (4) years.

(b) Members of the Commission selected by the Mayor and Common Council may be removed from office by the Mayor and the Common Council, respectively.

(c) [Intentionally omitted.]

(d) In the event of a vacancy in a position on the Commission appointed by the Mayor, the Mayor shall appoint a person, with the approval of the Common Council if applicable, to serve on the Commission for the balance of the unexpired term. In the event of vacancy in a position on the Commission appointed by the Common Council, the Common Council shall appoint a person to fill the vacancy for the balance of the unexpired term.

Section 3. The Commission, by majority vote, shall designate a Chairman, a Secretary and a Treasurer from its members.

Section 4. The Commission shall adopt and may amend Bylaws and rules of procedure consistent with the provisions of the Act and provide therein for regular meetings of the Commission. Such Bylaws and rules of procedure shall provide that all checks, bonds, and other obligations of the Authority shall be executed by at least two members of the Commission.

Section 5. The Commission shall adopt a corporate seal.

Section 6. The Chairman shall preside at meetings of the Commission and shall sign and execute all deeds and contracts in the name of the Authority when so authorized by the Commission. Such signature may be by facsimile. He shall perform such other duties as may be fixed by the Bylaws and from time to time assigned to him by the Commission. In the absence of the Chairman, the member of the Commission so designated by the Commission by resolution from time to time shall serve as acting Chairman, and shall exercise all the duties of the Chairman.

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 notices of process of or against the Authority; he shall sign with the Chairman in the name of the Authority, all deeds and 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, all of which shall at all reasonable times be opened to inspection and examination by the Commission, or any member thereof. The Secretary shall perform such other duties as may be fixed by the Bylaws and from time to time assigned to him by the Commission.

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 on behalf of the Authority for collection, checks, notes and other obligations and shall deposit them to the credit of the Authority in a designated bank or depository; he shall sign all receipts and vouchers for payment made to the Authority; he shall keep monies of the Authority invested in proper legal investments for monies of the Authority; 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 the purpose of full and accurate accounts of all monies 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 prepare and submit to the Commission an annual budget covering the next fiscal year, which budget shall be prepared and so submitted at least three (3) months before the commencement of such fiscal year. He shall perform all other acts incidental to the position of treasurer fixed by the By-Laws 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 bond to be of such character, form and in such amount as the Commission may require.

Section 9. The members of the Authority shall be entitled to be reimbursed for expenses incurred by them while on authorized business. Members of the Authority shall not be entitled to any compensation for services rendered to the Authority unless such compensation shall be authorized by the Commission and approved by a majority of the members elect of the Common Council of the city of Detroit.

Section 10. The books and accounts of the Authority and of the Commission, officers and agents thereof, shall be open to inspection and audit by the incorporating units at all times. The Authority shall submit an annual report to the incorporating unit.

ARTICLE V

These Articles of Incorporation shall be executed in duplicate and delivered to the County

Clerk for the County of Wayne, who shall file one such duplicate in his office and the other with the Secretary of the Authority when selected. The City Clerk of the City of Detroit shall cause a copy of these Articles of Incorporation to be published once in the Detroit News, Detroit Free Press and Michigan Chronicle, newspapers of general circulation within the City of Detroit. The said County Clerk shall file one printed copy of such Articles of Incorporation with the Secretary of State and one printed copy in his office, attached to each of which printed copies shall be his certificate setting forth that the same is a true and complete copy of the original Articles in Incorporation on file in his office and also the date and place of the publication thereof, all as provided in the enabling act.

ARTICLE VI AMENDMENTS

Amendments may be made to these Articles of Incorporation as provided in Section 10 the Act.

ARTICLE VII REGISTERED OFFICE

Location of registered office and post office address is:

Office of the City Clerk
200 City-County Building
Detroit, MI 48226

ARTICLE VIII

The phrase Common Council as used herein shall be defined and construed to mean the City Council of the City of Detroit, formerly known as the Common Council of the City of Detroit.

ARTICLE IX

These Articles of Incorporation or any amendment thereto shall become effective and be in full force and effect upon publication as provided in Article V hereof and in the Act. An amendment to or restatement of these Articles of Incorporation shall not revive the right to question the validity of the incorporation of the Authority in a court of competent jurisdiction and the validity of such incorporation shall be conclusively presumed in accordance with the Act.

City of Detroit
Wayne County, Michigan

By: _____
Mayor

By: _____
City Clerk

APPROVED AS TO FORM:

Corporation Counsel
[Is City Law Department signature required?]

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation were adopted by the City Council of the City of Detroit, County of Wayne, Michigan, at a regular meeting held on the _____ day of _____ A.D., _____.

By: _____
City Clerk, City of Detroit

EXHIBIT A

City of Detroit Building Authority Articles of Incorporation

Proposed Amendment to Article IV, Section 9

(Insertions are **bolded and underlined**)

ARTICLES OF INCORPORATION
CITY OF DETROIT BUILDING AUTHORITY

ARTICLE IV

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automobile parking lots or structures, independently or as adjunct to other buildings, or recreational facilities or stadiums acquired by the Authority, owned or leased by the City, or owned or leased by a public entity incorporated or created, in whole or in part, by the City.

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