

ARTICLES OF INCORPORATION
FOR THE IRON ORE HERITAGE RECREATION AUTHORITY

These Articles of Incorporation are adopted, signed, and acknowledged by the incorporating units for the purpose of forming a recreational authority under the provisions of Act No. 321, Public Acts of 2000 (the "Recreational Authorities Act").

ARTICLE I
NAME

This authority shall be known as the Iron Ore Heritage Recreation Authority, hereinafter referred to as the Authority.

ARTICLE II
PARTICIPATING MUNICIPALITIES AND TERRITORY

The participating municipalities are the Township of Chocolay, the City of Marquette, the Township of Marquette, the Township of Negaunee, the City of Negaunee, the City of Ishpeming, the Township of Ely, the Township of Humboldt, and the Township of Republic, each a municipal corporation of Michigan. They are hereafter referred to as the participating municipalities. The "territory of the Authority" shall be the corporate boundaries of each participating municipality.

ARTICLE III
ADDITION OR WITHDRAWAL OF PARTICIPATING MUNICIPALITIES

Section 1 A municipality may become a participating municipality in the Authority only upon an affirmative vote of the Recreation Authority and the proposed participating municipality. If the Authority has been authorized to levy a tax, the addition of another participating municipality shall be contingent upon approval by the electors of the proposed municipality of a tax equivalent to that which the Authority has been authorized to levy.

Section 2 A participating municipality shall not withdraw from the Authority during the period for which the Authority has been authorized to levy a tax by the electors of the Authority.

Section 3 A participating municipality may withdraw from the Authority, subject to the limitation in Section 2 of this Article, by resolution of the participating municipality's legislative body approving the withdrawal, a certified copy of the resolution shall be provided to the Board at least 60 days prior to the effective date of the withdrawal.

ARTICLE IV PURPOSES

The purposes for which the Authority is established are as follows:

- A. To acquire, construct, operate, maintain or improve a public park for recreational purposes, specifically limited to a permanent, year-round signed and surfaced trail system, which trail system shall be open to the public for use under such terms, conditions, and limitations as may be established by the Governing Board of the Authority.
- B. To provide for a multi-use trail system that connects populated areas, subject to the limitations set forth in Paragraph A. above.
- C. To provide amenities along the trail including parking areas, bike racks, directional signage, interpretative signage, kiosks, trailhead facilities, etc., that add to the enjoyment of the trail experience.
- D. To encourage tourism development along the trail system.
- E. To encourage municipalities or other entities to tie compatible links into the trail system allowing for greater access to businesses, parks, and schools.
- F. To conduct such other activities as are permitted under the laws of the State of Michigan, particularly the Recreational Authorities Act, Act No. 321, Public Acts of 2000.

ARTICLE V POWERS AND DUTIES

Section 1 The Authority is an authority under Section 6 of Article IX of the State Constitution of 1963. It shall be a body corporate with power to sue and be sued in any court of the State of Michigan. It shall have the powers and duties as established by the Recreational Authorities Act (being MCL 123.1131, et seq.) and incidental thereto.

Section 2 The Authority shall have the power to acquire and hold, by purchase, lease, option, grant, gift, devise, land contract, installment purchase contract, bequest, or other legal means, real and personal property inside or outside the territory of the Authority. The property may include franchises, easements, or rights of way on, under, or above any property. The Authority may pay for the property from, or pledge for the payment of the property, revenue of the Authority.

Section 3 The Authority may donate, sell, lease or otherwise transfer its property or any part thereof or interest therein to one or more of the participating municipalities or to any other person or entity.

Section 4 The Authority may apply for and accept grants and contributions from individuals, the federal government or any of its agencies, the State of Michigan, a municipality, or other public or private agencies to be used for any of the purposes of the Authority.

Section 5 The Authority may borrow money and issue revenue bonds or notes to finance the acquisition, construction, and improvement of its recreational purposes. Bonds or notes issued by the Authority are a debt of the Authority and not of the participating municipalities.

Section 6 Before a proposal for a tax to fund the activities of the Authority is placed before the electors in each of the participating municipalities, the proposal shall be adopted by a resolution of the Board and certified by the Board not later than 60 days before the election in accordance with the recreational authorities act. The provisions of the ballot proposal shall comply with said act.

Section 7 The Authority may hire full-time or part-time employees and retain professional services.

Section 8 The Authority may provide for the maintenance of all of the real and personal property of the Authority.

Section 9 The Authority may assess and collect user fees for services provided by and expenses incurred by the Authority.

Section 10 The Authority may receive revenue as appropriated by the legislature of the State of Michigan or a participating municipality.

Section 11 The Authority may enter into contracts incidental to or necessary for the accomplishment of the purposes of the Authority.

Section 12 The Authority's operation of public facilities shall be limited to only those public facilities and lands that it has acquired, that have been transferred to the Authority by a participating municipality or through contracts, leases, easements, gifts or other means as provided in the Recreation Authority Act , Act 321 of 2000. Nothing in these Articles shall obligate a participating municipality to transfer any park, recreation center, or any land or interest therein to the Authority.

Section 13 The fiscal year of the Authority shall be the calendar year.

ARTICLE VI GOVERNING BOARD

Section 1 The business and affairs of the Authority shall be managed by a Board of Directors, which is the governing body of the Authority. The Board of Directors shall consist of an odd number of members, with one member to be appointed by the

legislative body of each participating municipality. Should the Authority grow or shrink to represent an even number of participating municipalities, the legislative body of Marquette County will appoint a member to maintain an odd number of directors. The County appointed member must be a qualified elector of one of the participating municipalities of the Authority. The County appointed member will come off the Board should the number of participating municipalities become an odd number.

Section 2 All Authority decisions must be passed by a majority of the members of the Board.

Section 3 Members of the legislative body of a participating municipality are eligible for appointment to the Board. Each municipal appointee must be a qualified elector residing in the appointing jurisdiction.

Section 4 The terms of the initial Board of Directors shall be three (3) years. After the initial three years, the terms of the Board members shall be staggered so that the terms of approximately one-third (1/3) of the Board members expire each year. The Board shall select a random method to stagger the terms. Board members may be re-appointed.

Section 5 The Board shall adopt and amend bylaws including rules of procedure consistent with the provisions of the Recreational Authorities Act. The bylaws shall provide for regular meetings of the Board, not less frequent than quarterly.

Section 6 The Board shall select the following officers: Chairperson, Treasurer, and Secretary. There may also be such assistant officers as the Board of Directors deems appropriate. The duties of each office shall be as set forth in the bylaws.

Section 7 No member of the Board shall receive compensation for services as a member of the Board but members of the Board are entitled to reimbursement for reasonable expenses, including expenses for travel previously authorized by the Board, incurred in the discharge of his or her duties.

Section 8 A member of the Board may be removed from office as provided by and in accordance with the Recreational Authorities Act.

Section 9 In the event a vacancy occurs on the Board because of death, resignation, removal, change of residency, or other reason as set forth in MCL 201.3, the vacancy shall be filled within 30 days of the vacancy occurring in the same manner as the original appointment, and the member appointed shall serve for the remainder of the unexpired term.

Section 10 Officer vacancies shall be filled by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board which shall elect a successor to serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

ARTICLE VII
DISSOLUTION OF AUTHORITY

The Authority shall be automatically dissolved within sixty (60) days from and after the election date if any of the electors in any of the participating municipalities of the Authority fail to approve a public recreation tax on all of the taxable property within each of the participating municipalities of the Authority by November 2008. Notwithstanding the foregoing, if the participating municipalities, acting through their respective governing bodies within such sixty (60) day period, elect to extend its duration, then the Authority shall continue for so long as then specified by the participating municipalities. If the electors so approve such tax, the Authority's duration shall continue for so long as an approved millage remains in effect.

ARTICLE VIII
PUBLIC BODY

The Authority is a public body and shall comply with the requirements of the Michigan Open Meetings Act, Act 267 of the Public Acts of 1976, as amended, and the Freedom of Information Act, Act 442 of the Public Acts of 1976, as amended.

ARTICLE IX
AUDIT

The Board shall obtain an annual audit of the Authority pursuant to Section 27 of the act, being MCL 123.1157. The books and records of the Authority shall be open for inspection by any participating municipality at all reasonable times.

ARTICLE X
PUBLICATION AND ADOPTION

Section 1 A copy of these Articles of Incorporation shall be published once in the *Mining Journal*, being a newspaper generally circulated within the participating municipalities, prior to adoption as set forth in Section 2 below.

Section 2 These Articles of Incorporation shall be adopted by an affirmative vote of a majority of the members serving on the legislative body of each participating municipality.

ARTICLE XI
AMENDMENT

Amendment to these Articles of Incorporation shall be made only as authorized by the Recreational Authorities Act. Amendments shall be published once in the *Mining Journal* before adoption.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Secretary of State by the clerk of the last participating municipality to adopt the Articles.