



COPY

STATE OF MICHIGAN
RUTH JOHNSON, SECRETARY OF STATE
DEPARTMENT OF STATE
LANSING

NEWAYGO COUNTY CLERK

2011 FEB 18 A 9:56

Ruth J. Johnson

February 14, 2011

Newaygo County Clerk
County Building
P. O. Box 885
White Cloud, MI 49349

On behalf of Secretary of State Ruth Johnson, this letter will acknowledge receipt and filing on January 18, 2011, with the Office of the Great Seal, Michigan Department of State, of the Articles of Incorporation of White Cloud/Sherman Utilities Authority under the provisions of the Municipal Sewage and Water Supply Systems Act 233, Public Act of 1955.

Sincerely,

Michigan Department of State
Office of the Great Seal



**LAUREL J. BREUKER
NEWAYGO COUNTY CLERK**

COUNTY BUILDING
P.O. BOX 885
WHITE CLOUD, MI 49349-0885

231/689-7235

January 11, 2011

Office of the Great Seal
7064 Crowner Dr
Lansing MI 48918

Re: Articles of Incorporation – White Cloud/Sherman Utilities Authority

Dear Sir or Madam:

Per Public Act 233 of 1955, enclosed for filing with your office is a certified copy of the Articles of Incorporation of White Cloud/Sherman Utilities Authority.

Should you have any questions or need any further information, please do not hesitate to contact me.

Sincerely,

Laurel J. Breuker
Newaygo County Clerk

LJB/par
Enclosure
Copy: White Cloud/Sherman Utilities Authority



Respect for Yesterday, Doing Today, Planning for Tomorrow

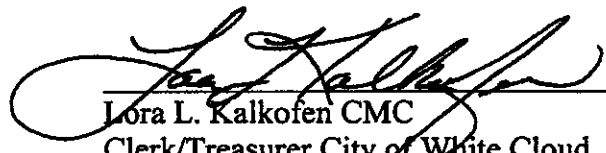
12 N. Charles Street • P.O. Box 607 • White Cloud, MI 49349 • Voice: 231-689-1194 • Fax: 231-689-2001

Office of the Clerk
January 10, 2011

COPY

I, Lora L. Kalkofen, City Clerk/Treasurer for the City of White Cloud, Michigan certify that the attached Articles of Incorporation is a true copy and the articles were adopted at the regular meeting of the City Council of the City of White Cloud on April 19, 2010; and the Township of Sherman at the at a meeting duly held on May 2, 2010.


Robert Sullivan
Sherman Township Supervisor


Lora L. Kalkofen CMC
Clerk/Treasurer City of White Cloud

**ARTICLES OF INCORPORATION
OF
WHITE CLOUD/SHERMAN UTILITIES AUTHORITY**

These Articles of Incorporation are adopted by the incorporating municipal corporations for the purpose of creating an AUTHORITY under the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

ARTICLE I

The name of this AUTHORITY is "WHITE CLOUD/SHERMAN UTILITIES AUTHORITY." The principal office of the AUTHORITY will be located at the treatment plant of the Authority, 60 W. Baseline, White Cloud, Mi., 49349.

ARTICLE II

The Incorporating Municipalities creating this AUTHORITY are the City of White Cloud and the Township of Sherman, each located in the County of Newaygo, State of Michigan, which are hereby designated as the CONSTITUENT MUNICIPALITIES.

ARTICLE III

The purpose of this AUTHORITY is to acquire, own, improve, enlarge, extend, and operate water supply and distribution systems and disposal systems in accordance with the authorization of Act 233, Public Acts of Michigan, 1955, as amended. The term "water supply and distribution system" and "sewage disposal system" as used in these Articles of Incorporation shall be as defined in Section I of Act 233, Public Acts of Michigan, 1955, as amended.

ARTICLE IV

This AUTHORITY shall be a public body corporate with power to sue or to be sued in any court of this State. Its limits shall include all of the territory embraced within the corporate boundaries of its CONSTITUENT MUNICIPALITIES. Its boundaries may be enlarged by agreement of the appointed BOARD of the AUTHORITY and the CONSTITUENT MUNICIPALITIES. It shall possess all of the powers now or hereafter granted by Act 233, Public Acts of Michigan, 1955, as amended, or by any other applicable statute and by these Articles, and those incident thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise. It shall have a corporate seal.

ARTICLE V

This AUTHORITY shall continue in existence perpetually or until dissolved by act of the parties or by law: Provided, however, that such AUTHORITY shall not be dissolved if such dissolution could operate as an impairment of any of its contracts.

ARTICLE VI

The fiscal year of the AUTHORITY shall commence on the first day of July in each year and end on the 30th day of June next following.

ARTICLE VII

The governing body of this AUTHORITY shall be a Board of Trustees, hereinafter referred to as the BOARD, which shall be made up of two representatives appointed by each CONSTITUENT MUNICIPALITY and one member of the County of Newaygo Board of Public Works (the BPW). The members of the BOARD shall be appointed by the respective legislative body of each of the CONSTITUENT MUNICIPALITIES and the Chairman of the BPW on or before the 15th day of June, immediately preceding each year that a term of office expires, and each Trustee after the first BOARD shall serve for a full term of two years, beginning with the first day of July, next following his respective appointment: Each CONSTITUENT MUNICIPALITY and the Chairman of the BPW shall each also appoint an alternate member who may attend meetings of the BOARD but may vote only in the absence of the Trustee appointed by the alternate's respective municipality or the BPW.

Each respective member of the BOARD and alternates shall qualify by taking the constitutional oath of office and filing it with his respective Clerk.

The BPW member and alternate may take the constitutional oath of office and file same with the Clerk of either municipality.

The BOARD may authorize the payment of a per diem and the actual expenditures of any member or officer incurred in connection with the business of the AUTHORITY. The per diem shall be set by motion and must pass by 4/5ths roll call vote. The BOARD shall meet on its duly posted meeting day before the 15th of July at the place of holding the meetings of the BOARD for the purpose of organization. At such organization meeting the board shall select a chairman and a Vice-Chairman, who shall be members of the BOARD, and a Secretary and a Treasurer, who need not be members of the BOARD. Such officers shall serve until the organization meeting in the following year or until their respective successors shall be selected and qualify.

Within twenty (20) days after the organization of the AUTHORITY shall become effective, the legislative body of each CONSTITUENT MUNICIPALITY shall select its representatives on the BOARD to serve for the terms herein above specified, and within thirty (30) days after such selection the board members shall qualify by taking the constitutional oath of office, and shall meet for the purpose of organizing the BOARD for the balance of such fiscal year. The time and place for such meeting shall be fixed by a majority of the members of the BOARD, and notice thereof served upon all members in the manner provided in Article IX.

No appointment to the BOARD and no selection of an officer of the BOARD shall be deemed to be invalid because it was not made within or at the time specified in these Articles. Any BOARD member may be removed at any time for cause by action of the respective legislative bodies of the municipalities which such board member represents.

ARTICLE VIII

In the event of a vacancy on the BOARD the legislative body of the municipality or the BPW selecting such representative shall fill the vacancy for the unexpired term. In the event of a vacancy in any office of the BOARD, such vacancy shall be filled by the BOARD for the

unexpired term. In case of the temporary absence or disability of any officer, the BOARD may appoint some person temporarily to act in his stead except that in the event of the temporary absence or disability of the Chairman, the Vice-Chairman shall so act.

ARTICLE IX

Meetings of the BOARD shall be held at least bi-monthly at such time and place as shall be prescribed by resolution of the BOARD and each member of the BOARD shall have one vote. Special meetings of the BOARD may be called by the Chairman in compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976. Any member of the BOARD may waive notice of any meeting either before or after the holding thereof. A majority of the members-elect of the BOARD, or in the case of absence, their alternate, shall be required for a quorum. The BOARD shall act by motion, resolution or ordinance. For the passage of any motion regarding policy or procedures or any BOARD business other than approval of the yearly budget, or resolution or ordinance providing for the issuance of bonds, or the execution of any contract, there shall be required a majority vote of the members- elect of the BOARD. A motion to adopt a yearly budget shall require a 4/5ths roll call vote of the entire BOARD. The BOARD shall conduct its meetings in accordance with the Open Meeting Act.

The BOARD shall have the right to adopt rules governing its procedure that are not in conflict with the terms of any statute or of these Articles. The BOARD shall also have the right to establish rules and regulations for the use of any project constructed by it under the provisions of the enabling acts. The BOARD shall keep a journal of its proceedings, which shall be signed by the Chairman. All votes shall be "yeas" and "nays", except that where the vote is unanimous, it shall only be necessary to so state.

ARTICLE X

The Chairman of the BOARD shall be the presiding officer thereof. Except as herein otherwise provided, he shall not have any executive or administrative functions other than as a member of said BOARD. In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. The Secretary shall be the recording officer of the BOARD. The Treasurer shall be custodian of the funds of the AUTHORITY and shall give to it a bond conditioned upon the faithful performance of the duties of his/her office. The cost of said bond shall be paid by the AUTHORITY. All money shall be deposited in a bank or other financial organization, to be designated by the BOARD. All checks or other forms of withdrawal there from shall have any two signatures of the following people: Chairman of the Board, Secretary of the Board, Treasurer of the Board, or the Manager of the Authority. Those authorized by the BOARD to sign checks shall give to the AUTHORITY a bond conditioned upon the faithful performance of the duties of their office or as Clerk of the AUTHORITY. The cost of said bond shall be paid by the AUTHORITY. The officers of the BOARD shall have such other powers and duties as may be conferred upon them by the BOARD.

The BOARD shall prepare, adopt and submit to their respective Legislative bodies an annual budget covering proposed expenditures to be made for the organizing and operating of such AUTHORITY and for the necessary funds required from each CONSTITUENT MUNICIPALITY for the next fiscal year beginning July 1. Such budget is to be submitted to each CONSTITUENT MUNICIPALITY on or before April 1st for each calendar year. No budget shall be adopted unless approved by a 4/5ths vote of the entire members-elect of the Board of Trustees or their alternates. Provided, however, that no obligation shall be assumed by

the AUTHORITY which may then or at any time in the future become in whole or in part the individual liability of any CONSITUENT MUNICIPALITY without the prior individual consent of that municipality. Provided further, that any CONSTITUENT MUNICIPALITY may withdraw from the AUTHORITY at any time prior to the incurrence of indebtedness by the AUTHORITY for which the CONSTITUENT MUNICIPALITY may incur an individual liability without any obligation whatever, and may also withdraw after the assumption of indebtedness by the AUTHORITY for which the individual CONSTITUENT MUNICIPALITY has by its prior agreement thereto incurred an individual liability, but in such latter withdrawal the consent of the creditor shall be obtained or the individual obligation assumed by the withdrawing member shall be paid by the withdrawing CONSTITUENT MUNICIPALITY on terms satisfactory to the creditor.

The provisions of this Article shall be considered controlling over all other articles of this agreement.

ARTICLE XI

The AUTHORITY shall possess all the powers necessary to carry the purposes thereof and those incidents thereto. It may acquire private property by purchase, lease, gift, devise, or condemnation, either within or without its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation it may proceed under the provisions of Act 149, Public Acts of Michigan, 1911, as now or hereafter amended, or any other appropriate statute.

ARTICLE XII

The AUTHORITY shall have the power to determine the location of any project constructed by it under the provisions of Act 233, Public Acts of Michigan, 1955, as amended, and to determine, in its discretion the design, standards, and the materials of construction, and construct, maintain, repair and operate the same.

ARTICLE XIII

The AUTHORITY and its CONSTITUENT MUNICIPALITIES may enter into a contract or contracts providing for the acquisition, purchase, construction, improvement, enlargement, extension, operation and financing of a water supply and distribution system or a sewage disposal system, as authorized and provided in Act 233, Public Acts of Michigan, 1955, as amended. The AUTHORITY may enter into contracts with any non-constituent city, village, township or charter township for the furnishing of services by any system owned or operated by the AUTHORITY, which contract shall provide for reasonable charges or rates for such service furnished. The AUTHORITY shall have the power to enter into contracts with any CONSTITUENT MUNICIPALITY or other municipality for the purchase of services from such CONSTITUENT MUNICIPALITY or other municipality. No contracts shall be for a period exceeding forty (40) years.

ARTICLE XIV

For the purpose of obtaining funds for the acquisition, construction, improving, enlarging, or extending of a water supply and distribution system or a sewage disposal system, the AUTHORITY may, upon ordinance or resolution duly adopted by it, issue its negotiable bonds, secured by the contractual full faith and credit pledges of each contracting municipality, in accordance with and subject to the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

ARTICLE XV

The AUTHORITY and any of its CONSTITUENT MUNICIPALITIES and any other municipality shall have authority, if provided by the terms of any contract to acquire, construct, improve, enlarge or extend a water supply and distribution system or sewage disposal system, to provide for the sale and purchase of water service or sewage disposal service from such system or systems, and after the execution of such contract or contracts, the AUTHORITY may issue self-liquidating revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended, being sections 141.101, to 141.139, inclusive, of the Compiled Laws of 1948, or any other act providing for the issuance of revenue bonds, which bonds shall be payable solely from the revenues of such systems. The charges specified in any such contract or contracts shall be subject to increase by the AUTHORITY at any time if necessary in order to provide funds to meet its obligations. Any contract authorized herein shall be for a period of not exceeding forty (40) years.

ARTICLE XVI

The BOARD shall have power to hire all necessary AUTHORITY officers and employees to carry out the functions of the AUTHORITY and to fix the compensation therefore: Provided, however, that no officer or employee of any CONSTITUENT MUNICIPALITY shall receive any compensation from the AUTHORITY except by the unanimous vote of the members of the BOARD. It is further understood that the BOARD may contract with any CONSTITUENT MUNICIPALITY or some outside governmental agency for the purpose of examining and preparing an eligible register of prospective employees for the several classifications of officers and employees needed to operate such facilities.

ARTICLE XVII

The BOARD shall cause an annual audit to be made of its financial transactions by a certified public accountant and shall furnish at least two copies thereof to each CONSTITUENT MUNICIPALITY.

ARTICLE XVIII

These Articles shall be published once in the Times Indicator, of Ferment, Michigan, which newspaper has general circulation within the limits of the AUTHORITY. One printed copy of such Articles of Incorporation, certified as a true copy thereof, with the date and place of publication, shall be

filed with both the Secretary of State and the Clerk of the County of Newaygo within thirty days after the execution and publication thereof has been completed.

The Clerk of the City of White Cloud, Michigan, or the Clerk of Sherman Township, Michigan, is hereby designated as the person to cause these Articles to be published, certified and filed as aforesaid.

ARTICLE XIX

This AUTHORITY shall become effective upon the filing of certified copies of these Articles, as provided in the preceding Article.

ARTICLE XX

These Articles of Incorporation may be amended at any time so as to permit any city, village, or township to become a member of this AUTHORITY, if such amendment to and the Articles of Incorporation are adopted by the legislative body of such city, village or township proposing to become a member, and if such amendment is adopted by the legislative body of each CONSTITUENT MUNICIPALITY of which the AUTHORITY is composed. Other amendments may be made to these Article of Incorporation at any time if adopted by the legislative body of each CONSTITUENT MUNICIPALITY of which the AUTHORITY is composed. Any such amendment shall be endorsed, published, and certified and printed copies thereof filed in the manner as the original Articles of Incorporation, except that the filed and printed copies shall be certified by the recording officer of this AUTHORITY.

These Articles have been adopted by the several incorporation municipalities, as herein after set forth in the following endorsements, and in witness whereof the Mayor and Supervisor and City and Township Clerk of each CONSTITUENT MUNICIPALITY have endorsed thereon the statement of such adoption.

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Sherman, County of Newaygo, State of Michigan, at a meeting duly held on the 2nd day of May, 2010.



**Supervisor
Township of Sherman**

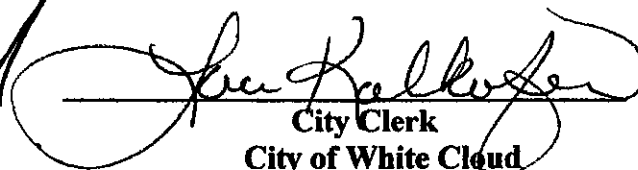


**Township Clerk
Township of Sherman**

The foregoing Articles of Incorporation were adopted by the City Council of the City of White Cloud, County of Newaygo, State of Michigan, at a meeting duly held on this 19th day of April, 2010.

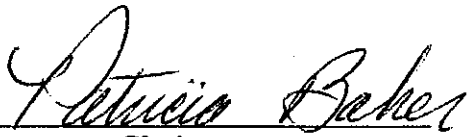


**Mayor
City of White Cloud**

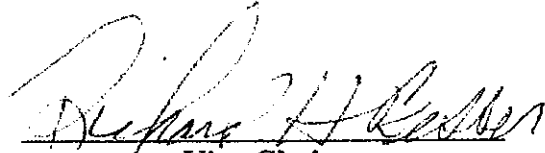


**City Clerk
City of White Cloud**

The foregoing Articles of Incorporation were adopted by the Newaygo County Board of Public Works, State of Michigan, at a meeting duly held on the 12th day of April, 2010.



**Chairman
NCBPW**



**Vice-Chairman
NCBPW**

AFFIDAVIT OF PUBLICATION

STATE OF MICHIGAN SS
COUNTY OF NEWAYGO

Richard C. Wheeler Sr. being duly sworn, deposes and says that he the editor of the "Times-Indicator" a newspaper printed, published and circulated in the County of Newaygo, and State of Michigan, and that the annexed printed notice has been

published in said paper at least once in each week for one successive week(s) and that the first publication thereof

was on the 26th day of May A.D., 2010



Richard C. Wheeler Sr.

Sworn and subscribed to before me this 30th day
of August A.D., 2010



Joyce Pearson

Notary Public, Newaygo County, Michigan
Acting in Newaygo County

My Commission expires 11/09/14

PUBLIC NOTICE

WHITE CLOUD SHERMAN UTILITIES AUTHORITY PUBLIC MEETING PROPOSED CHANGES TO THE ARTICLES OF INCORPORATION

The White Cloud Sherman Utilities Board of Trustees will hold a public meeting on Monday, June 7, 2010 at 3:30 p.m. in the Conference Room at the White Cloud Sherman Utilities Wastewater Treatment Plant, 60 W. Baseline, White Cloud, MI for the purpose of updating the Articles of Incorporation.

A copy of the proposed changes can be viewed Monday-Friday, 7:30 a.m. to 3:30 p.m. at the Wastewater Treatment Plant, 60 W. Baseline, White Cloud, MI.

Julius J. Trapp, Manager