

SAGINAW VALLEY COLLEGE
University Center, Michigan

SPECIAL MEETING OF MEMBERS HELD DECEMBER 27, 1965
Office of William A. Groening, Jr.-The Dow Chemical Company

A special meeting of the members of Saginaw Valley College was held on Monday, December 27, 1965, at 8:30 a.m., E.S.T. at the office of William A. Groening, Jr., 47 Building, The Dow Chemical Company, Midland, Michigan, for the purpose of approving a certain resolution of the board of directors of the corporation adopted at their regular monthly meeting held on December 11, 1965, whereby Restated Articles of Incorporation were proposed for submission to the members at a special meeting.

Present in person were Charles B. Curtiss and William A. Groening, Jr., holders of proxies for eight of ten members of the corporation. Also present was James A. Kendall, counsel for the corporation.

Mr. Groening presided as Chairman and Mr. Curtiss as Secretary of the meeting.

The Chairman noted and filed eight signed proxies of members, and a quorum being present called the meeting to order.

The official call to the special meeting adopted by the board of directors at their December 11, 1965, meeting was read and filed. Mr. Kendall noted further that notice of the meeting together with a copy of the proposed restated articles of incorporation had been mailed by first class mail to all members of the corporation at least seven days prior to this meeting.

RES-19

Mr. Curtiss moved the adoption of the following resolution:

RESOLVED. That the following Restated Articles of Incorporation of Saginaw Valley College be and the same are hereby adopted by the members of the said corporation:

RESTATED ARTICLES OF INCORPORATION

There are Restated Articles of Incorporation of a non-profit corporation formed and existing under the laws of the State of Michigan and supersede existing articles and amendments thereto.

ARTICLE I.

The name of the corporation is Saginaw Valley College Development Fund.

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows:

To promote and support a state institution of higher education in the State of Michigan, established under Act 278, Public Acts of 1965, said support to include such activities as will assist said institution in (1) the collection of outstanding valid, legal pledges of monies and other properties by persons, corporations, trusts and estates; (2) the recruitment of persons to serve the institution in its endeavor to become a vital educational force in the areas it is to serve; and (3) such other lawful activities as are or may be incidental or reasonably necessary to the foregoing and in any event to operate exclusively for such charitable and educational purposes as are required for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III.

Location of the registered office at the time of adoption of these restated articles is: 135 North Saginaw Road, Midland, Midland County, Michigan.

Postoffice address of the registered office at the time of adoption of these restated articles is: 135 North Saginaw Road, Midland, Midland County, Michigan.

ARTICLE IV.

The name of the resident agent at the time of adoption of these restated articles is: James A. Kendall.

ARTICLE V.

Said corporation is organized upon a non-stock basis.

The amount of assets which said corporation possesses is:

Real Property: None

Personal Property: \$125,000.00

Said corporation is to be financed under the following general plan: funds on hand.

ARTICLE VI.

The names and addresses of the board of directors (or trustees) at the time of adoption of these restated articles are as follows:

<u>Name</u>	<u>Residence or business address</u>
Mrs. Ned S. Arbury	10 Snowfield Road, Midland, Mich.
R.T. Blackhurst, M.D.	3124 Valley Drive, Midland, Mich.
Maurice E. Brown	304 Garden Lane, Saginaw, Mich.
Charles B. Curtiss	414 Main Street, Essexville, Mich.
Herbert W. Fox	365 Schenuner Drive, Alpena, Mich.
William A. Groening, Jr.	4024 Sudbury Court, Midland, Mich.
Wade H. McCree, Jr.	1324 Nicolet Place, Detroit, Mich.
Harrison T. Price	11 Shadyside Court, Saginaw, Mich.
Mrs. Gaylord Treadway	2263 Carroll Road, Bay City, Mich.
Louis A. Vaupre	2840 Cedar Lane, Bay City, Mich.
Melvin J. Zahnow	2750 Clairmount, Saginaw, Mich.

ARTICLE VII.

The term of the corporate existence is perpetual.

ARTICLE VIII.

The Corporation shall have members consisting of those persons who affixed their signatures to the Articles of Incorporation of that non-profit educational corporation formed under the provisions of Act 327 of the Public Acts of 1931 presently known as Saginaw Valley College and for which the within Restated

Articles of Incorporation are being filed. In the event of the death or resignation of any members, the remaining members shall, at the next Annual Meeting of Members of the Corporation or at a Special Meeting of Members of the Corporation called for such purpose, elect a new member to fill the vacancy created by such death or resignation.

ARTICLE IX.

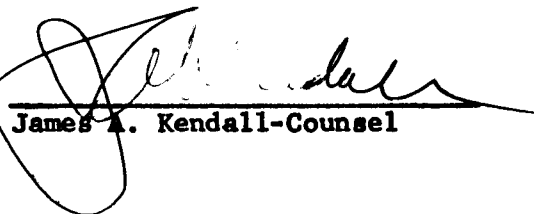
In the event of the liquidation of the within Corporation, the funds and assets of the Corporation shall be distributed to that state institution of higher education established under Act 278 of the Public Acts of Michigan, 1965. In no event will the assets be distributed to the directors of, members of, or donors to the Corporation.

The motion was seconded by Mr. Groening, whereupon Mr. Curtiss and Mr. Groening voted eight member votes in favor of the resolution, the same being directed on said members' proxies, and no votes against, the votes favoring same being in excess of the two-thirds required for adoption.

Resolution adopted.

There being no further business, the meeting was adjourned.


Charles B. Curtiss-Secretary


James A. Kendall-Counsel

JK
gak sl

GILBERT A. CURRIE
JAMES A. KENDALL
MARTHA P. OGDEN

CURRIE AND KENDALL
ATTORNEYS AND COUNSELORS AT LAW
135 NORTH SAGINAW ROAD
MIDLAND, MICHIGAN 48642
(A. C. 517) 835-7704

GILBERT A. CURRIE, 1882-1960

December 30, 1965

Mrs. Gladys Kearns, Secretary
to Dr. Samuel Marble, President
Saginaw Valley College
University Center, Michigan

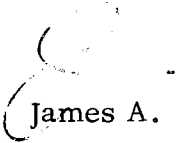
Dear Gladys:

I enclose draft of minutes of special meeting of the members of the college held on December 27, 1965. Also enclosed for attachment to the original corporate minutes are original signed proxies of eight members.

We are forwarding request for taxpayer identification number to Internal Revenue Service.

Very truly yours,

CURRIE AND KENDALL


James A. Kendall

JAK:gs
Enclosures
cc: W. A. Groening, Jr., Esquire

PROXY AND WAIVER OF NOTICE

The undersigned voting member of Saginaw Valley College, a Michigan non-profit educational corporation, hereby appoints William A. Greening, Jr., Maurice E. Brown, Frederick J. Chapin and Charles B. Curtiss, or any of them, with full power of substitution, to act as proxy for and to vote for and on behalf of the undersigned at a special meeting of the members of the corporation, to be held at the office of William A. Greening, Jr., 47 Building, The Dow Chemical Company, Midland, Michigan, on Monday, December 27, 1965, at 8:30 o'clock a.m., E.S.T., or any adjournment thereof, for the purpose of adopting Restated Articles of Incorporation for this corporation pursuant to resolution adopted by the board of directors on the 11th day of December, 1965.

The undersigned hereby directs this proxy to be voted FOR AGAINST such adoption. THIS PROXY WILL BE VOTED AS DIRECTED. IF NO CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR THE ADOPTION OF RESTATED ARTICLES OF INCORPORATION.

The undersigned does further waive any and all notice and place of said meeting, and all adjournments thereof.

Dated: December 17, 1965

(Signed) _____

Eric M. Anderson

file

PROXY AND WAIVER OF NOTICE

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Dated: December 17, 1965

(Signed) Maurice E. Brown

PROXY AND WAIVER OF NOTICE

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The undersigned hereby directs this proxy to be voted FOR AGAINST such adoption. THIS PROXY WILL BE VOTED AS DIRECTED. IF NO CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR THE ADOPTION OF RESTATED ARTICLES OF INCORPORATION.

The undersigned does further waive any and all notice/^{of time}and place of said meeting, and all adjournments thereof.

Dated: December 16, 1965

(Signed) W. A. Groening, Jr.

PROXY AND WAIVER OF NOTICE

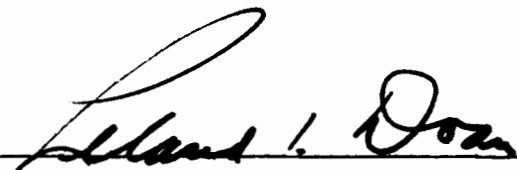
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The undersigned does further waive any and all notice ^{of time} and place of said meeting, and all adjournments thereof.

Dated: December 10, 1965

(Signed)

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PROXY AND WAIVER OF NOTICE

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Dated: December 16, 1965

(Signed) Robert A. Dow

PROXY AND WAIVER OF NOTICE

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Dated: December 17, 1965

(Signed)



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Dated: December 17, 1965

(Signed) _____

W. A. Greening, Jr.

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Dated: December 17, 1965

(Signed) _____

M. J. Zahman