

RE ST A T E D B Y L A W S
OF
B I G S T A R L A K E A S S O C I A T I O N

A M I C H I G A N N O N P R O F I T M E M B E R S H I P C O R P O R A T I O N

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RESTATED BYLAWS
OF
BIG STAR LAKE ASSOCIATION

ARTICLE I

NAME AND PURPOSES

Section 1.1 Name. This corporation shall be known as Big Star Lake Association (BSLA).

Section 1.2 Purposes. BSLA is a Michigan nonprofit corporation that is exempt from federal income tax as a charitable organization under section 501(c)(4) of the Internal Revenue Code. BSLA's purposes are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended, and specifically to preserve and enhance the Big Star Lake water quality, watershed quality, and wildlife/habitat quality for the benefit of present and future Big Star Lake Association members and for the benefit of the community in which it is located.

BSLA may exercise any power permitted under the Michigan Nonprofit Corporation Act (the "Act") for those purposes but only to the extent permitted by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code. BSLA has not been formed for pecuniary profit or gain. None of BSLA's assets, income or profit may inure to the benefit of officers, directors or any other person to whom inurement is prohibited by law. BSLA may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any public office candidate to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code.

ARTICLE II

MEMBERS

Section 2.1 Criteria. BSLA members shall be comprised of four (4) categories: Regular, Honorary, Associate and Voting.

- a. Regular Membership. Regular Membership shall be limited to individuals who pay dues and who either (1) own property within the perimeter of the line drawn 400' from the center of Star Lake road outward and the section of 76th Street that surrounds Big Star Lake, or (2) occupants of properties within the described perimeter.
- b. Honorary Membership. The BSLA Board of Directors, in its discretion, may confer Honorary Membership on individuals who perform services, convey benefits to or otherwise promote BSLA's mission as defined above. Honorary Members are not required to pay any dues.

- c. Associate Membership. Associate Membership applies to individuals and businesses that are neither Regular Members nor Honorary Members. To have an Associate Membership, the individual and/or business must pay annual dues. Associate Members do not have voting rights.
- d. Voting Membership. A Voting Member is an individual who is a Regular Member or Honorary Member AND who attends BSLA's annual meeting in July at the beginning of BSLA's fiscal year or any special meeting properly noticed. Each Voting Member shall have one vote.

Section 2.2 Annual Meeting. The annual meeting of BSLA the members, for the election of directors and to transact such other business as may properly be brought before the meeting, shall be held on the Saturday nearest to July 4, at such date, time and place as determined by resolution of the BSLA Board of Directors, but in no event more than ten (10) months following the close of BSLA's fiscal year.

Section 2.3 Special Meetings. Special meetings of the members may be called by the BSLA president or the board of directors, or in writing at the request of not less than ten percent (10%) of all the members entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Special meetings shall be held at such time and date as may be designated by the BSLA president or the board of directors in the notice of the meeting. Business transacted at all special meetings shall be confined to the objects and the matters stated in the notice of the meeting, unless the majority of members that are present agree to the transaction of business relating to objects not stated in the notice of the meeting.

Section 2.4 Place of Meetings. All meetings of the BSLA members, whether annual meetings or special meetings, shall be held at such place or places, within or without the State of Michigan, as a majority of the board of directors may from time to time determine by resolution, or as set forth in a waiver signed by a majority of the members. Any member may participate electronically or via telephone conference, or by other means of remote communication, if prior approval is obtained by a majority of the board of directors. Such participation shall be deemed participation in person.

Section 2.5 Notice of Meeting. At least ten (10) days but not more than sixty (60) days' notice of the purpose, place, day and hour of each meeting of the members, whether annual or special, shall be given by written notice served upon each member of record entitled to vote at the meeting. Notices for the annual meeting will be provided to all Regular Members and Honorary Members. Notice of a special meeting must state the business to be considered and only that business may be transacted at that meeting. Notices may be given only by the methods and other rules described in Article VIII.

Section 2.6 Waiver of Notice. Notice of the time, place and purpose of any meeting of the BSLA members may be waived by telegram or any other writing either before or after such meeting has been held. If the majority of the members attending the meeting waive notice of the meeting, no notice of same shall be required. Whenever all the members shall meet

in person or by proxy, such meeting shall be valid for all purposes, without call or notice, provided, however, that the attendance of a member at a meeting shall not constitute a waiver of notice of such meeting where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member failing to designate the member's address to the secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the secretary.

Section 2.7 Quorum. Fifty-one percent (51%) of the members, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation.

Section 2.8 Action by Consent, Ballot or Polling Place. This section shall apply to all actions OTHER than those which take place at BSLA's annual meeting in July.

(a) Action by Consent. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if all the members entitled to vote thereon consent thereto in writing.

(b) Action by Ballot. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, if all members are given the opportunity to vote by ballot. Quorum rules apply to actions taken by ballot. The ballot may be in written or electronic form. It must be provided to all members and shall meet all of the following:

1. Set forth each proposed action;
2. Provide an opportunity for the members to vote for or against each proposed action; and
3. Specify a time by which BSLA must receive a ballot in order to be counted as a vote of the member.

(c) Action by Polling Place. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, if BSLA provides a ballot, in written or electronic form, to each member that is entitled to vote that allows the member to vote at a polling place or polling places established by BSLA that are reasonably accessible to the members. BSLA shall provide notice to each member. The notice shall describe each proposed action that is included on the ballot, the location of the polling place or places, and the times when the polling places are open. Quorum rules apply to actions taken by polling place.

Section 2.9 Dues. Regular Membership and Associate Membership dues shall be the amount which the BSLA board of directors sets annually. Dues shall be paid annually consistent with the fiscal year the BSLA Board establishes.

ARTICLE III

OFFICERS

Section 3.1 Officers. BSLA shall have a president, one (1) or more vice presidents, a secretary, a treasurer and such other officers as the directors may elect or the directors may appoint. Any two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 3.2 Election. The BSLA officers shall be chosen annually by the directors. Each officer shall hold office until the officer's successor shall have been duly elected and qualified, or until the officer's death, resignation or removal.

Section 3.3 Removal or Resignation. The BSLA board of directors may remove any officer at any time with or without cause. Any officer may resign from office at any time, such resignation to take effect upon receipt of written notice thereof by BSLA unless otherwise specified in the resignation.

Section 3.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of the office by the BSLA board of directors.

Section 3.5 President. The BSLA president shall preside at all meetings of members and directors/officers and shall perform all other duties incident to the office or properly required from time to time by the BSLA board of directors. The BSLA president shall at all times be subject to the policies, control and direction of the BSLA board of directors.

Section 3.6 Vice President. The BSLA vice president(s), in the order designated by the BSLA board of directors, shall exercise the functions of the president during the president's absence or disability. Each BSLA vice president shall have such powers and perform such duties as the BSLA board of directors shall assign from time to time.

Section 3.7 Secretary. The BSLA secretary shall give notice of each meeting of the members, the BSLA board of directors or committees of BSLA as to which notice is required; shall record minutes of such meetings in books kept for that purpose; shall have custody of BSLA's records; and shall perform such other duties as may be specified from time to time by the BSLA board of directors.

Section 3.8 Treasurer. The BSLA treasurer shall have custody of the funds and other BSLA property; shall keep records of all BSLA property, receipts and disbursements in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of BSLA with such depository or depositories as shall be designated by the BSLA board of directors; shall disburse the BSLA funds; and shall render to the directors such reports as they shall prescribe. The BSLA treasurer shall perform such other duties as may be specified from time to time by the BSLA board of directors.

Section 3.9 Other Officers. All other BSLA officers, as may from time to time be appointed by the members of the BSLA board of directors pursuant to this Article, shall perform such duties and exercise such authority as the members of the BSLA board of directors shall prescribe.

Section 3.10 Absence of Officer. In the case of the absence of any officer, or for any other reason that the BSLA board may deem sufficient, the board may delegate from time to time the powers or duties of such officer to any other officer or to any director.

Section 3.11 Compensation. The BSLA board may compensate any officer and authorize reimbursement of reasonable and necessary expenditures incurred by any officer on BSLA's behalf.

ARTICLE IV

DIRECTORS

Section 4.1 Powers. BSLA's affairs shall be managed by the board of directors subject to the limitations of BSLA's Articles of Incorporation, these Bylaws and the laws of the State of Michigan. The board of directors is empowered on BSLA's behalf to do and perform all acts reasonably necessary, appropriate or incident to the accomplishment of BSLA's purposes, as determined by the board of directors in their sole discretion.

Section 4.2 Election and Number of Directors. The board of directors shall be duly elected by the members at an annual meeting. Each board member must be a BSLA Member and a property owner or occupant in at least one of the designated Big Star Lake areas. The BSLA board of directors shall be composed of not less than five (5) members and not more than fifteen (15) members. Each director shall serve for a term of three (3) years, or until a successor is appointed. There are no terms limits for members of the board of directors.

Section 4.3 Vacancies. In the event any vacancy shall occur on the BSLA board of directors because of death, resignation, removal, incapacity to act, or disqualification of a director, the remaining directors shall immediately appoint a new director for the former director and the appointed director shall fill the unexpired term of the former director.

Section 4.4 Conflicts of Interest.

(a) Interested Transactions. Transactions between BSLA and any of the following are unenforceable unless the procedures in (b) are followed:

- (i) a director or officer;
- (ii) an entity in which any of BSLA's directors or officers holds a position that imposes a duty of loyalty or due care to that entity.

(b) Procedures to Approve Interested Transactions. Transactions described above may be enforceable only if all the following are met:

(i) the transaction is fair to BSLA and reasonable when approved; and

(ii) the BSLA board knows the material facts about the director's or officer's interest; and

(iii) the BSLA board approves the transaction without counting toward approval the vote of any interested director (but interested directors count for quorum purposes).

Section 4.5 Compensation. BSLA directors serve without compensation. BSLA may reimburse directors for reasonable expenses of attending board and committee meetings. Nothing in this section prohibits a director from being compensated for serving BSLA in a non-director capacity.

ARTICLE V

BOARD MEETINGS

Section 5.1 Regular Meetings. The BSLA board may adopt a schedule of board meetings ("regular meetings") and must hold at least one (1) meeting annually.

Section 5.2 Special Meetings. The BSLA President or any two (2) directors may instruct the Secretary at any time to schedule a special director meeting, defined as any meeting other than a regular meeting.

Section 5.3 Notice of Meetings. The Secretary will give to each director a) notice containing a schedule of regular meetings at least ten (10) days before the first meeting on that schedule, and b) notice of any special meeting at least ten (10) days before but not more than sixty (60) days before that meeting. Notice of a special meeting must state the business to be considered and only that business may be transacted at that meeting. Notices may be given only by the methods and other rules described in Article VIII.

Section 5.4 Waiver of Notice: By Writing or Attendance. A BSLA director may waive a meeting notice in writing before or after the meeting. A director's attendance at a meeting waives that director's objections to that meeting's notice unless that director objects to the transaction of any business for the reason that the meeting is not lawfully called or convened.

Section 5.5 Participation in Meeting by Remote Communication. Any BSLA director may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting under this section constitutes presence in person at the meeting.

Section 5.6 Quorum and Vote Required. Not less than a majority of all of the BSLA directors is a quorum for the transaction of business at any meeting. Board action requires the affirmative vote of a majority of directors present at a meeting having a quorum, unless law or these bylaws requires a larger vote.

Section 5.7 Place of Meetings. Meetings may be held in or outside of Michigan.

Section 5.8 Unanimous Action Without a Meeting. Unless prohibited by the articles, any action required or permitted to be taken at a BSLA board meeting may be taken without a meeting if all directors consent in writing before or after the action. The Secretary must file the consents with the minutes of the board meeting. The consents have the same effect as votes of the directors.

Section 5.9 Conduct of Meetings. The BSLA President will preside at all board meetings. If the President cannot attend, the BSLA directors present may choose a meeting chair. The chair may decide all matters of procedure unless a majority of directors present determine otherwise.

Section 5.10 No Proxies or Agents. A BSLA director may not submit a proxy allowing another person to cast that director's vote at a meeting. A director may not designate any agent or other person to attend a board meeting in that director's absence.

ARTICLE VI

COMMITTEES

Section 6.1 Executive Committee. The BSLA board may create an Executive Committee consisting of the President, Vice President, Treasurer, Secretary and any other members appointed by the board. The Executive Committee may exercise all powers of the board between board meetings where it is not feasible to wait until the next board meeting, except that the Executive Committee may not:

- (a) amend the Articles of Incorporation,
- (b) adopt an agreement of merger or conversion;
- (c) sell, lease or exchange all or substantially all of BSLA's assets,
- (d) dissolve BSLA or revoke a dissolution,
- (e) amend the Bylaws,
- (f) fill vacancies in the board,
- (g) fix compensation of directors for serving on the board or a committee, or
- (h) terminate memberships.

The BSLA Executive Committee will promptly report to the board on any actions it takes between board meetings.

Section 6.2 Committees: General. The BSLA board may create other committees from time to time. All committee chairs must be directors. With or without cause, the board may at any time disband any committee, including the Executive Committee, or remove any committee member.

ARTICLE VII

LIABILITY PROTECTION; INDEMNIFICATION

Section 7.1 Protection from Corporate Obligations. No BSLA director, officer, employee or agent is personally liable for BSLA obligations, except as applicable law requires otherwise.

Section 7.2 Volunteer Protection from Personal Actions. To the extent the articles describe, BSLA volunteer directors, volunteer officers, and other volunteers are protected against personal liability for actions taken on BSLA's behalf.

Section 7.3 Indemnification: Service and Conduct. BSLA has the power to indemnify a person who meets the following service and conduct requirements:

(a) Service. The person is a party to a proceeding by reason of that person's service as either:

(i) one of BSLA's directors, officers, employees, volunteers or agents, or

(ii) if at the request of BSLA, as one of another profit or non-profit enterprise's directors, officers, partners, trustees, employees or agents.

(b) Conduct. BSLA determines that:

(i) the person acted;

a) in good faith; and

b) in a manner that the person reasonable believed to be in, or not opposed to, either BSLA's or its directors' best interests;

(ii) if the proceeding is criminal, that the person had no reasonable cause to believe that the conduct was unlawful; and

(iii) consistent with Section 564A(5) of the Act, a director may be indemnified without a determination that the director has met the above standards of conduct, except BSLA shall not indemnify a director for:

a) The amount of a financial benefit received by a director to which he or she is not entitled;

- b) Intentionally inflicted harm on BSLA or its members;
- c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, relating to distributions, share purchases and loans to certain persons;
- d) An intentionally committed criminal act; or
- e) A liability imposed under Section 497(A) of the Michigan Nonprofit Corporation Act, relating to a proceeding that was commenced or maintained in bad faith or without reasonable cause.

Section 7.4 Eligible Expenses. BSLA may indemnify for any, some or all of only the following amounts to the extent actually and reasonably incurred in connection with the proceeding:

(a) Derivative Actions. If the proceeding was on BSLA's behalf, expenses (including attorney fees) and amounts paid in settlement; but if the court finds that the person is liable to BSLA, indemnification may be made only to the extent the court determines that, in view of the circumstances and despite the person's liability, the person is fairly and reasonably entitled to indemnification.

(b) Non-derivative Actions. If the proceeding was not by BSLA or on its behalf, for expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement.

Section 7.5 Procedure for Determination. Unless a court orders otherwise, BSLA must make a specific indemnification determination for each proceeding in one of the following ways:

(a) By majority vote of a board quorum consisting of directors who were not parties to the proceeding.

(b) If that quorum is not obtainable, then by a majority vote of a committee consisting of at least 2 directors, each of whom i) is disinterested and ii) was not a party to the proceeding.

(c) By a written opinion from independent legal counsel to the corporation.

Section 7.6 Other Rules.

(a) No Limit on Proceedings. Indemnification applies regardless of whether the proceeding is i) formal or informal, ii) threatened, pending or completed, or iii) civil, criminal, administrative or investigative.

(b) Termination Creates No Presumption. A proceeding's termination creates no presumption that the person did not meet the standard of conduct described above, regardless of whether the termination was by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent.

(c) Mandatory Indemnification. To the extent that a person is successful in a proceeding's defense, BSLA must indemnify that person against the expenses described above and for attorney fees incurred to enforce this mandatory indemnification. BSLA may, but shall not be required to, advance expenses for mandatory indemnification prior to the final resolution of the proceeding, claim or issue subject to a claim for indemnification. This mandatory indemnification applies equally to a proceeding to enforce this mandatory indemnification and applies whether or not:

(i) the defense is on the merits; and

(ii) the defense is successful against the entire proceeding or against only one or more claims, issues or matters in the proceeding.

(d) Expense Advances. BSLA may loan funds to the person before the proceeding is over if i) the person promises to repay those funds if the person is not entitled to indemnification and ii) the person's promise is a general unlimited obligation but need not be secured. The promise may be made by someone other than the person being indemnified.

(e) Continuation of Rights. The indemnification rights described above continue to apply regardless of BSLA's merger into or conversion with another entity.

(f) Rights Not Exclusive. This indemnification does not exclude any indemnification rights the person may also have under the Articles, Bylaws, contract or applicable law, except that the person may not be indemnified for more than the amount that person actually incurs.

(g) Insurance. BSLA may purchase and maintain insurance covering i) BSLA's liability for indemnification, and ii) any liability of a person for serving in a capacity described above regardless of whether BSLA would have the power to indemnify that person.

ARTICLE VIII

GENERAL

Section 8.1 Authority to Execute Documents. The BSLA board may authorize any number of officers or other persons to execute any document on BSLA's behalf. That authority may be general or limited to specific transactions. The board may also ratify any execution. If the BSLA board authorizes a document's execution without specifying the executing persons, then the President may execute the document.

Section 8.2 Fiscal Year. The board will designate BSLA's fiscal year.

Section 8.3 Amendments. These Bylaws may be amended only by a 2/3 vote of all Voting Members attending a meeting after the Secretary gives to all Regular Members and Honorary Members at least ten (10) days written notice that a meeting will be held to vote on the proposed amendment. The notice must contain the proposed amendment's specific language.

Section 8.4 Notice Requirements.

(a) Permitted Methods. Notice may be given only in one (1) or more of the following methods:

- (i) hand delivery
- (ii) U.S. first class, registered or certified mail
- (iii) electronic transmission (email or fax) if the recipient consents as described below
- (iv) communication through the BSLA website;
- (v) or any other reasonable form of electronic communication provided written notice through US first class, registered or certified mail is provided to the members confirming the new communication method.

(b) Addresses and Expense. Unless otherwise provided by law, any notice or other communication required or permitted under these bylaws must:

- (i) be in writing,
- (ii) have its delivery expenses prepaid by the sender,
- (iii) for notices given by the Secretary on BSLA's behalf, addressed to the address most recently received by the Secretary from the recipient,
- (iv) for notices given to BSLA, be addressed to the Secretary's attention unless otherwise provided in these bylaws. If the sender holds the office

of Secretary, that sender must give the notice to the President. If that sender also holds the office of the President, that sender must give the notice to each director, and

(v) for notices of meetings, describe the means of remote communication by which the recipient may participate.

(c) Option for Electronic Methods. By written notice containing the recipient's electronic mail or facsimile address, a recipient may authorize the sender to give notices and other communications to that recipient by electronic mail or facsimile.

(d) Effective Date of Notice. Notice given on BSLA's behalf i) that is mailed by first-class, registered or certified mail is deemed given when deposited in the U.S. Postal Service, postage prepaid, and ii) that is sent by electronic transmission is deemed given when electronically transmitted to the person entitled to the notice in a manner that person authorized, and iii) that is hand delivered is deemed given when handed to the recipient by the sender or left at the recipient's address in either a mailbox or with a person the sender reasonable believes will deliver the notice to the recipient.

Section 8.5 Dissolution.

(a) Methods. BSLA may be dissolved in any of the following ways:

(i) by a two-thirds (2/3) vote of all Voting Members at a meeting. Notice of that meeting must be given to each Regular Member and Honorary Member, at least ten (10) days before the meeting, state that the meeting's purpose is to vote on dissolution, and include the plan (or a summary) of distribution of assets.

(ii) automatically for failure to file annual reports as required by law.

(b) Procedure. If the dissolution is approved under i) above, BSLA must stop conducting its affairs except as may be necessary for BSLA's winding up. The BSLA board must promptly file a certificate of dissolution as required by the Act.

(c) Distribution of Assets. Upon dissolution, and after providing for payment of all liabilities and otherwise complying with applicable law, BSLA must distribute all of its remaining assets as chosen by the members/directors which are tax exempt under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or to Lake Township, Lake County, Michigan or similar governmental entity for the same or similar purposes as set forth in Section 1.2 of these Restated Bylaws.

ARTICLE IX

**REFERENCE TO INTERNAL
REVENUE CODE**

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

CERTIFICATE

I, _____, Secretary of Big Star Lake Association, hereby certify that the above Restated Bylaws were duly adopted by the members on _____.

Dated: _____

_____, Secretary