

## Article II

To levy and collect dues and fees against the shareholders of the Corporation and to use the proceeds thereof for the purposes of the Corporation.

To carry insurance and to collect and to allocate the proceeds thereof.

To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Corporation.

To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the Corporation and to secure the same by mortgage, pledge, or other lien on property owned by the Corporation.

To make and enforce reasonable rules, regulations, resolutions and/or policies.

In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management and operation of the Corporation and to accomplish any of the purposes hereof.

## Article III

Said corporation is organized upon a stock-share basis.

The total number of shares of stock which the corporation shall have authority to issue is 200 of the par value of \$1.00 per share.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Each member shall own one, and not more than one, share of stock which shall be issued to him at the time his membership in the Cub is accepted; such share of stock shall be non-transferable in any way and shall be cancelled upon the death, resignation, or attempted assignment of the share by the shareholder, except as provided in the Bylaws; such share shall be fully paid and non-assessable. Such shares shall be non-redeemable.

## Article VII (new)

Section 1. No volunteer director or officer, as that term is defined in Act 162, Public Acts of 1982, as amended shall be personally liable to the corporation or its Shareholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director for any of the following: (i) breach of the director's duty of loyalty to the corporation or its Shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of Act 162, Public Acts of 1982; (iv) a transaction from which the director derived an improper personal benefit; or (v) an act or

omission that is grossly negligent. If Act 162, Public Acts of 1982 hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by amended Act 162, Public Acts of 1982.

Section 2. The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this Amendment granting limited liability if all of the following are met: (i) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (ii) the volunteer was acting in good faith; (iii) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (iv) the volunteer's conduct was not an intentional tort; and (v) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, at No. 218 of the Public Acts of 1956, being Section 500.3135 of Michigan Compiled Laws.

Section 3. If, after the adoption of this Article by the Corporation, the Michigan Non-profit Corporation Act is amended to further limit or eliminate the liability of a volunteer director, volunteer officer, or other volunteer, then a volunteer director, volunteer officer, or other volunteer shall not be liable to the Corporation or its Shareholders as provided in the Michigan Non-profit Corporation Act, as amended.

Section 4. No Amendment, alteration, modification or repeal of this Article VII shall have any effect on the liability of any volunteer director, volunteer officer, or other volunteer of the Corporation with respect to any act or omission of such volunteer director, volunteer officer or other volunteer occurring prior to such Amendment, alteration, modification or repeal.

Section 5. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

#### Article VIII (new)

(1) Members may participate in a meeting by conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication and use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting and shall count toward quorum purposes. When conducting meetings pursuant to this section, the corporation shall ensure that:

(a) Reasonable measures are implemented to verify that each person considered present and permitted to vote at a meeting by means of remote communication is a Shareholder; and

(b) The corporation implements reasonable measures to provide each Shareholder a reasonable opportunity to participate in the meeting and to vote on matters submitted to members, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings; and

(c) A record of the vote or other action taken by a Shareholder at the meeting is maintained by the corporation; and

(d) A Shareholder may be present at an adjourned meeting of the Shareholders by a means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting notice.

(2) A Shareholder may consent to receiving notice from the Corporation by electronic transmission.

(3) A Shareholder entitled to vote at an election for directors may vote in person, by proxy, by absentee vote or by electronic transmission, for as many persons as there are directors to be elected and for whose election the member has a right to vote (if approved by the Board).

#### Article IX (new)

Any action which may be taken at a meeting of the Shareholders of the corporation (except for the election or removal of directors) may be taken without a meeting by written consent of the members. Written consents may be solicited in the same manner as provided in the Bylaws for the corporation for the giving of notice of meetings of members. Such solicitation shall specify:

(a) The percentage of consents necessary to approve the action; and

(b) The time by which consents must be received in order to be counted.

The form of written consents shall afford an opportunity to consent (in writing) to each matter and shall provide that, where the member specifies his or her consent, the vote shall be cast in accordance therewith. Approval by written consent shall be constituted by receipt within the time period specified in the solicitation of a number of written consents which equals or exceeds the minimum number of votes which would be required for approval if the action were taken at a meeting at which all members entitled to vote were present and voted.