

City of Flint, Michigan

*Third Floor, City Hall
1101 S. Saginaw Street
Flint, Michigan 48502
www.cityofflint.com*



Meeting Agenda - Final

Wednesday, August 8, 2018

5:00 PM

Council Chambers

GOVERNMENTAL OPERATIONS COMMITTEE

Santino J. Guerra, Chairperson, Ward 3

*Eric Mays, Ward 1
Kate Fields, Ward 4
Herbert J. Winfrey, Ward 6
Allan Griggs, Ward 8*

*Maurice D. Davis, Ward 2
Jerri Winfrey-Carter, Ward 5
Monica Galloway, Ward 7
Eva L. Worthing, Ward 9*

Inez M. Brown, City Clerk

ROLL CALL

RESOLUTIONS

- 180346.1** Approval/Industrial Facilities Exemption Certificate (IFEC)/Spen-Tech USA/2851 James P. Cole Boulevard

Resolution resolving that the Flint City Council approves an Industrial Facilities Exemption Certificate (IFEC) application for the Spen-Tech USA project to be located within the James P. Cole Boulevard Industrial Development District, as requested by the Division of Community and Economic Development (DCED), and that the granting of the IFEC considered together with the aggregate amount of certificates previously granted and currently in force under Act 198 of the Public Acts of 1974 shall not have the effect of substantially impeding the operation of the City of Flint or impairing the financial soundness of a taxing unit which levies ad valorem property taxes with the city, and that the application from Spen-Tech USA for an IFEC, with respect to a new facility on the parcel of real property situated within the James P. Cole Boulevard Industrial Development District, be and the same is hereby approved, and the IFEC, when issued, shall be and remain in force for a period of four (4) years.

- 180392** Charitable Gaming License/State of Michigan Lottery Charitable Gaming Division/The Flint Firebirds Foundation

Resolution resolving that The Flint Firebirds Foundation is recognized as a non-profit organization operating in the City of Flint for the purpose of obtaining a charitable gaming license as issued by the State of Michigan Lottery Charitable Gaming Division, relative to conducting charity and fundraising events, as allowed by Act 382 of the Public Acts of 1972, as amended.

APPOINTMENTS

DISCUSSION ITEMS

- 180368** Update/Schedule for Mowing Right-of-Ways

Referral by Councilperson Winfrey-Carter to TRANSPORTATION: She would like to know when the right-of-ways will be cut, particularly in the area of Dayton and Mason. [Referral Action Date: 7/18/2018 @ Governmental Operations Committee Meeting.]

OLD, OUTSTANDING DISCUSSION ITEMS

- 160112** Discussion/Genesee County Land Bank/Immunity Agreement

- Councilperson Eric Mays would like to discuss the Genesee County Land Bank's Immunity Agreement.
- 160410** Status/Speech Dictation Software
- Referral made by Councilperson Eric Mays to CITY ADMINISTRATOR/POLICE CHIEF: He would like to know the status of speech dictation software. Please provide in writing for all councilpersons.
- 170024** Referral/Contract and Information/Natalie Pruett/Rebuild Flint the Right Way
- Referral by Councilperson Fields to ADMIN, re: She requests a copy of the contract between the City and Natalie Pruett, as well a copy of the work produced for funding to this point for the Rebuild Flint the Right Way Project. [Referral Action Date: 1/09/2017 @ Special Affairs Committee Meeting.]
- 170123** Referral/Personnel Policy on Nepotism and Cronyism
- Referral by Councilperson Fields to LEGAL/HUMAN RESOURCES/ADMIN, re: During the February 27th Special Affairs Committee meeting, representatives from the Human Resources Department stated that, sometime during the last year, they submitted to Legal a personnel policy regarding nepotism and/or cronyism for its review. Ms. Fields asks that HR provide a copy of this draft document to the City Council for its perusal. [Referral Action Date: 2/27/2017 @ Special Affairs Committee Meeting.]
- 170194** Repair/Copper Service Line/618 W. Alma
- Referral by Councilperson Mays to ADM: He would like to know when the city plans to repair a ruptured copper service line at 618 W. Alma. [Referral Action Date: 4/19/2017 @ Finance Committee Meeting.]
- 170253** Referral/Organization Chart
- Referral by Councilperson Fields to MAYOR/ADM, She would like a detailed organization chart for the city that lists titles and the name of the person who currently holds each position. [Referral Action Date: 5/3/2017 @ Governmental Operations Committee Meeting.]
- 170255** Referral/Road Construction Plan/PACER Report
- Referral by Councilperson Fields: She would like to know if there is a road reconstruction plan. If there is she would like a copy. She would also like the latest PACER report, broken down by ward. [Referral Action Date: 5/3/2017 @ Governmental Operations Committee Meeting.]
- 170402** Discussion Item/Michigan Civil Rights Commission (MCRC)/Resolution for Racial Equity

A discussion item as requested by Councilperson Mays, re: He would like to discuss the recommendations/resolution mentioned during a July 10th MCRC presentation on racial equity. [Referral Action Date: 7/10/2017 @ City Council Meeting.]

170443 Discussion Item/Fund for High Water Bill Assistance

Discussion Item proposed by Councilperson Mays: He would like to discuss setting aside \$200,000.00 to \$300,000.00 to help constituents with high water bills. [Referral Action Date: 8/9/2017 @ Governmental Operations Committee Meeting.]

170462 Discussion Item/City Tree Work

A discussion item as requested by Councilpersons Fields and Galloway, re: They would like to discuss the solicitation for the City's tree work, a draft resolution for the contract for tree work, and a possible resolution for emergency tree work while waiting on the process for a City tree contract.

170472 Referral/Report on New Water Meters

Referral by Councilperson Fields to PURCHASING/WATER PLANT, re: She would like an update on the new water meters/transponders that have been installed within the city. Is there software available to utilize these new meters to their fullest capacity (e.g. more accurate usage/billing)? If so, how much will this software cost? [Referral Action Date: 8/28/2017 @ Special Affairs Committee Meeting.]

170498 Referral/State Law/Pawning of Municipal Equipment

A referral for LAW as requested by Councilpersons Mays, re: He would like a copy of state law that talks about pawn shops not accepting governmental property. [Referral Action Date: 9/6/2017 @ Governmental Operations Committee Meeting.]

170530 Discussion Item/Transition Houses

Discussion item proposed by Councilperson Mays, re: He would like to discuss prison transition houses and what can be done about them.

170583 Allocate Dollars/High Water Bills

Referral from Councilperson Mays to FIN: He asks the Finance Director to set aside money for high water bills. [Referral Action Date: 11/21/17 @ Governmental Operations Committee Meeting.]

170599 Council Review/Rules Governing Meetings of the Council

Per the "Rules Governing Meetings of the Council", the Flint City Council shall

review the "Rules Governing Meetings of the Council." [NOTE: The "Rules Governing Meetings of the Council" were originally adopted by the City Council on May 10, 1976, with a 1st Amendment adopted May 24, 2010, a 2nd Amendment adopted on April 27, 2015, and a 3rd Amendment adopted on June 12, 2017.]

180005 Referral/Police Investigation/Clubs With Recent Violations

A referral by Councilperson Galloway for LAW/POLICE: She would like to know the status of the investigations into clubs with recent violations, including one on Saginaw Street and Piece of the Rock on Dort Highway. [Referral Action Date: 1/3/2018 @ Governmental Operations Committee Meeting.]

180018 Discussion Item/City of Flint Charter

Discussion item proposed by Councilperson Mays, re: He would like a discussion of the new Flint City Charter on the next Governmental Operations Agenda. [Referral Action Date: 1/3/2018 @ Governmental Operations Committee Meeting.]

180056 Referral/Legal Opinion/Harassment and Discrimination in the Workplace

Referral by Councilperson Fields to CITY ATTORNEY, re: She asks for a legal opinion as to whether or not Councilperson Mays' conduct during some council/committee meetings rises to the level of harassment, threats and/or intimidation, particularly in light of the City's Harassment and Discrimination Policy as adopted by EM Ambrose in April of 2015. [Referral Action Date: 2/12/2018 @ Special Affairs Committee Meeting.]

180059 Discussion Item/"Pilot Program"/Tax Reverted Property

Discussion Item as requested by Councilperson Mays, re: He would like to discuss the necessary rules, policies, procedures, etc. for establishing a "pilot program" for the disposal of seven (7) homes recently reverted to the City's ownership by way tax reverted property. [Referral Action Date: 2/13/2018 @ Special City Council Meeting.]

180073 Discussion Item/Road Restoration/Previous/Ongoing

Discussion item proposed by Councilperson Fields, re: She would like a discussion item about road restoration, previous and ongoing, for Governmental Operations. [Referral Action Date: 2/21/2018 @ Finance Committee Meeting.]

180086 Referral/Interim Positions/Timelines

A referral from Councilperson Galloway to ADMIN/LAW, re: She would like to discuss interim positions and timelines for those positions, including how many positions are interim, is there movement to appoint a permanent replacement

and what does the new Charter say about interim appointments/positions. [Referral Action Date: 2/21/2018 @ Governmental Operations Committee Meeting.]

180087 Discussion Item/Ethics Board/Ombudsperson

A discussion item from Councilperson Fields to ADMIN/LAW, re: She would like to discuss setting up basic criteria for the Ethics Board and job qualifications for the Ombudsperson. [Referral Action Date: 2/21/2018 @ Governmental Operations Committee Meeting.]

180179 Referral/Genesee County Conservation District

A referral as requested by Councilperson Fields to FIN/DPW: She would like to know how much money the Genesee County Conservation District has left-over from last year's budget. [Referral Action Date: 4/4/2018 @ Finance Committee Meeting.]

180183 Referral/Certification/Files Shredded in Human Resources/Labor Relations

A referral as requested by Councilperson Fields to Human Resources Director: She would like a copy of the certification for the files recently shredded in Human Resources/Labor Relations (as discussed at the April 4, 2018 Governmental Operations Meeting). [Referral Action Date: 4/4/2018 @ Governmental Operations Committee Meeting.]

180236 Revenue/Downtown Parking Meters

Referral from Councilperson Guerra to LEGAL: re, he would like to know if the city can take back the revenue from parking meters from the Downtown Development Authority (DDA). [Referral Action Date: 5/9/2018 @ Governmental Operations Committee Meeting.]

180293 Discussion Item/Chief Public Health Advisor

Discussion Item as requested by Councilperson Worthing, re: What is the exact role of the City's Chief Public Health Advisor?

180348 Referral/Question/Use of Electronic Cigarettes in Restaurants

Referral by Councilperson Guerra to CITY ATTORNEY, re: He would like to know if the use of electronic cigarettes (vaping) is a health concern inside restaurants. [Referral Action Date: 6/20/2018 @ Finance Committee Meeting.]

NEW BUSINESS

ADJOURNMENT

180346.1

Resolution No.: _____

Presented: 8-8-18

Adopted: _____

**Resolution Approving an Application for an Industrial Facilities
Exemption Certificate**

(Public Act 198 of 1974, as amended – Spentech USA)

By the Mayor

In accordance with Public Act 198 of 1974, M.C.L. 207.551 et seq, the City of Flint created the James P. Cole Industrial Development District on real property legally described in the Attachment, after a duly noticed public hearing held on March 26, 2018.

Spentech USA has filed an application for an Industrial Facilities Exemption Certificate with respect to a new facility to be acquired and installed within the aforementioned Industrial Development District.

Before acting on said application, the City of Flint held a hearing on August 13, 2018 at 5:30 p.m. in the City Council Chamber at 1101 S. Saginaw St., at which hearing the applicant, the Assessor and a representative of the affected taxing units were given written notice and were afforded an opportunity to be heard on said application.

Construction of the facility and installation of new machinery and equipment had not begun earlier than six (6) months before September 26, 2017, the date of acceptance of the application for the Industrial Facilities Exemption Certificate.

Completion of the facility is calculated to, and will at the time of issuance of the certificate have the reasonable likelihood to, retain, create or prevent the loss of employment within the City of Flint.

The aggregate SEV of real and personal property exempt from ad valorem taxes within the City of Flint, after granting this certificate, will exceed 5 percent of an amount equal to the sum of the SEV of the unit, plus the SEV of personal and real property thus exempted.

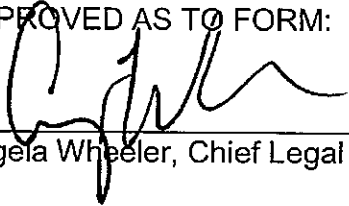
IT IS RESOLVED by the Flint City Council that:

1. The granting of the Industrial Facilities Exemption Certificate considered together with the aggregate amount of certificates previously granted and

currently in force under Act No. 198 of the Public Acts of 1974, shall not have the effect of substantially impeding the operation of the City of Flint or impairing the financial soundness of a taxing unit which levies ad valorem property taxes within the City.

2. The application from Spentech USA for an Industrial Facilities Exemption Certificate, with respect to a new facility on the following described parcel of real property situated within the James P. Cole Blvd. Industrial Development District, to wit: legally described in the Attachment, be and the same is hereby approved.
3. The Industrial Facilities Exemption Certificate, when issued, shall be and remain in force for a period of four (4) years.

APPROVED AS TO FORM:


Angela Wheeler, Chief Legal Officer

ADMINISTRATION


Dr. Karen W. Weaver, Mayor

CITY COUNCIL

Herbert J. Winfrey, City Council President

ATTACHMENT

2851 James P. Cole Blvd
41-06-401-016

RIVER ADDITION TO FAIRVIEW PLAT PART OF BLKS 17,18,19, AND 20 AND INCL ALL OF BLKS 4 AND 5 AND PART OF BLKS 3,6, AND 11, FAIRVIEW PLAT; ALSO PART OF THE FOLL VAC STREETS AND AVENUES: CENTRAL AVE, DAKOTA AVE, MAPLE ST, MICHIGAN AVE, AND ST JOHN STREET DESC AS: BEG AT THE NW COR OF LOT 13, BLK 6, FAIRVIEW PLAT; TH S 87 DEG 38 MIN 44 SEC E 295.03 FT ALG THE N LINE OF SD BLK 6 TO THE CL OF VAC ST. JOHN ST; TH N 88 DEG 55 MIN 56 SEC E 241.79 FT ALG THE N LINE OF BLK 17, RIVER ADDITION TO FAIRVIEW PLAT TO THE NE COR OF LOT 7 OF SD BLK 17, SD POINT ALSO BEING THE WLY RIGHT OF WAY LINE LEITH ST; TH S 01 DEG 04 MIN 04 SEC E 26.67 FT ALG THE W RIGHT OF WAY LINE OF LEITH ST, ALSO BEING ALG THE E LINE OF SD LOT 7; TH N 88 DEG 55 MIN 56 SEC E 312.98 FT ALG THE S LINE OF LEITH ST, 26.67 FT S AND = TO THE ORIGINALLY PLATTED RIGHT OF WAY LINE OF LEITH ST; TH ALG THE WLY RIGHT OF WAY LINE OF THE JAMES P COLE BLVD THE FOLL FOUR (4) COURSES, 133.04 FT ALG THE ARC OF A CURVE CONCAVE TO THE SW, HAVING RADIUS OF 75.00 FT AND A CHORD BEARING OF S 40 DEG 15 MIN 06 SEC E 116.27 FT, AND S 10 DEG 33 MIN 52 SEC W 387.78 FT TO THE ARC OF A CURVE, AND 236.52 FT ALG THE ARC OF A CURVE CONCAVE TO THE NW, HAVING A RADIUS OF 488 FT AND A CHORD BEARING OF S 24 DEG 26 MIN 56 SEC W 234.21 FT, AND S 38 DEG 20 MIN 00 SEC W 452.60 FT; TH N 87 DEG 32 MIN 57 SEC W 1044.06 FT ALG AN EXISTING FENCE LINE TO THE W LINE OF BLK 11, FAIRVIEW PLAT; TH N 10 DEG 6 MIN 53 SEC E 1072.98 FT ALG SD W LINE OF BLK 11, 6.2 FT W OF AN EXISTING FENCE CORNER; TH S 79 DEG 29 MIN 50 SEC E 98.03 FT ALG AN EXISTING FENCE LINE TO AN EXISTING FENCE CORNER; TH S 10 DEG 6 MIN 53 SEC W 17.21 FT ALG AN EXISTING FENCE LINE TO AN EXISTING FENCE CORNER; TH S 80 DEG 54 MIN 05 SEC E 44.21 FT ALG AN EXISTING FENCE LINE TO AN EXISTING CORNER; TH N 89 DEG 37 MIN 23 SEC E 226.18 FT ALG AN EXISTING FENCE LINE TO A PT ON THE W LINE OF LOT 13, BLK 6, FAIRVIEW PLAT; TH N 01 DEG 10 MIN 19 SEC W 8.85 FT ALG THE W LINE OF SD LOT 13 TO POB. CONT 29.878 ACRES. 2001 PARCEL DIVISION OF 11-06-401-015-3

RESOLUTION STAFF REVIEW

DATE

June 11, 2018

Agenda Item Title:

1. Resolution Setting Hearing Date to Consider the Approval of an Industrial Facilities Exemption Application (Public Act 198 – Spentech, USA)
- ✓ 2. Resolution Approving an Industrial Facilities Exemption Application (Public Act 198 – Spentech, USA)

Prepared By

Department of Planning and Development – Community and Economic Development Division

Background/Summary of Proposed Action:

The purpose for which these resolutions are being presented is to set a public hearing date to consider approval of a 4 year Industrial Facilities Exemption Application for the Spentech USA project at 2851 James P. Cole Blvd. and to set a public hearing for same. The required industrial development district was created March 26, 2018.

From its application for an Industrial Facilities Exemption Certificate, Spentech USA states the following: *The facility at 2851 James P. Cole is comprised of two buildings and has 155,000 total square feet. Spentech would like to purchase the facility to manage its growth for the next several years as the auto industry continues to recover. Once purchased, Spentech will begin construction to improve the facility to optimize the building for operations. Spentech currently has 90 employees and foresees new employment growth in this facility.*

Spentech, formerly located at 4221 James P. Cole Blvd., proposes to invest \$3.8M in the acquisition of and improvements to the building located at 2851 James P. Cole Boulevard. The company also proposes to expand its operations and increase employment by thirty, according to its application.

Approval of the application will allow the applicant to realize a savings of 50 percent of the local property tax millage rate normally assessed on the building.

Budgeted Expenditure: Yes _____ No X _____ Please explain, if no: N/A

Account #:

Date Reviewed and approved by Carissa Dotson N/A

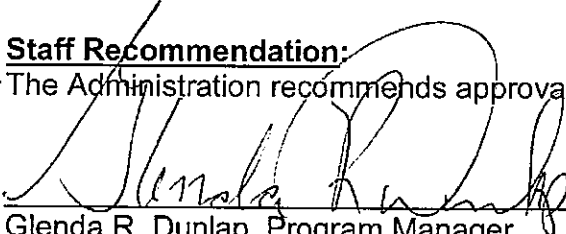
Staff Review - Spentech IFEC Application
June 11, 2018 –Page Two

Pre-encumbered: Yes ____ No ____ **Requisition #** ____ N/A

Other Implications (i.e., collective bargaining): There are no known implications

Staff Recommendation:

The Administration recommends approval.



Glenda R. Dunlap, Program Manager

RESOLUTION REVIEW FORM

FROM: DCED/- GRD
Department/Author

DATE
NO.

June 19, 2018

Law Office Login #

RESOLUTION NAME:

Reso Approving an application for an Industrial Facilities Exemption Certificate

Date in: 6/19/18

1. RESOLUTION REVIEW - PLANNING AND DEVELOPMENT DIRECTOR

By: Suzanne Wilcox
Planning and Development Director

DATE: 6/19/18
(Date)

Date in:

2. RESOLUTION REVIEW - LEGAL

The attached RESOLUTION is submitted to the Legal Department for Approval as to FORM ONLY.
The Legal Department has reviewed the RESOLUTION as to Form on
this form approves as to FORM ONLY.

By:
Legal Officer

DATE:

6-20-18, and by signing
(Date)

6-20-18

180392

RESOLUTION NO.:

PRESENTED:

8-8-2018

ADOPTED:

**RESOLUTION RECOGNIZING THE FLINT FIREBIRDS FOUNDATION., AS A
NONPROFIT ORGAINZATION OPERATING IN THE CITY OF FLINT FOR THE
PURPOSE OF OBTAINING A CHARITABLE GAMING LICENSE,ISSUED BY THE
MICHIGAN LOTTERY CHARITABLE GAMING ORGANIZATION**

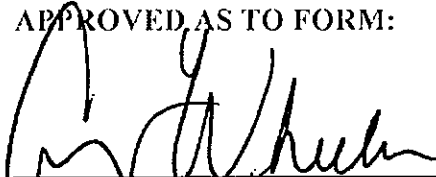
BY THE MAYOR:

The Flint Firebirds Foundation., a non-profit organization. to receive and administer funds and to support and assist youth hockey with participation, growth. and general youth initiatives Genesee County Michigan and Lapeer County, Michigan.

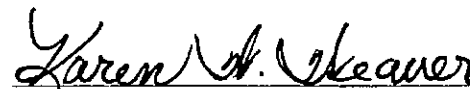
The City of Flint, being the local governing body with authority to grant local charitable gaming licenses that also conform to requirements set forth by the State of Michigan, and The Flint Firebirds Foundation, Inc.. a non-profit organization, having made proper application for a Charitable Gaming License to conduct a raffle commencing September 29, 2018 at 3501 Lapeer Road Flint, Michigan 48503 prices are \$5.00 for 10 tickets, \$10.00 for 37 tickets, \$20.00 for 92 tickets and ending March 16, 2018 with the raffle drawing at every game (see attached schedule). This resolution is submitted in accordance with the qualification process pursuant to the State of Michigan, Bureau of State Lottery. as allowed by Act 382 of the Public Acts of 1972. as amended.

NOW THEREFORE BE IT RESOLVED, that The Flint Firebirds Foundation. is recognized as a non-profit organization operating in the City of Flint for the purpose of obtaining a charitable gaming license, issued by the State of Michigan Lottery Charitable Gaming Division. relative to conducting charity and fundraising events, as allowed by Act 382 of the Public acts of 1972, as amended.

APPROVED AS TO FORM:


Angela Wheeler, City Attorney

FOR THE CITY OF FLINT:


Dr/Karen W. Weaver, Mayor

APPROVED BY CITY COUNCIL:

Herbert Winfrey, City Council President



July 2, 2018

Flint City Council
Council Person Monica Galloway
1101 Saginaw Street
#310
Flint, MI 48502

VIA HAND DELIVERY ONLY

ATTENTION: VICKY

Re: Resolution for Charitable Gaming License (Update to Resolution)

Dear Vicky:

On April 5, 2018 I submitted a packet in order to receive a resolution from the City of Flint recognizing The Flint Firebirds Foundation as a non-profit entity operating in the Flint community so that our foundation may apply to the Michigan Gaming Division for a 50/50 raffle license. On April 10, 2018 you called my office requesting that I submit additional information with the packet, specifically 1) address of the raffle; 2) dates of the raffle; and 3) pricing structure of the tickets.

We just received our home schedule for the 2018-2019 hockey season so I am now re-submitting our packet with the additional information you requested:

- 1) Address: 3501 Lapeer Rd, Flint, MI 48503
- 2) See attached home schedule of the Flint Firebirds Hockey Team (drawings will take place at each home game)
- 3) Pricing will be: \$5.00 for 10 tickets / \$10.00 for 37 tickets / \$20.00 for 92 tickets

I am attaching the complete packet I submitted originally, which contains our Articles of Incorporation, our Bylaws, our letter from the IRS stating that we are exempt under IRS code 501(c), as well as a description of our activities and programs. I would request confirmation that you have received this packet and it is in order for a resolution to be issued, as well as an expected date of resolution so that I may plan for my license application to the State.

Respectfully,

CLINE, CLINE & GRIFFIN, P.C.

Brandon K. Wagner

BKW/jmb
Enclosures

ATTORNEYS AT LAW

Walter P. Griffin
Timothy H. Knecht
José T. Brown
J. Brian MacDonald *
Barbara J. Hunyady
Megan R. Mulder
Brandon K. Wagner
Nancy K. Chinonis
R. Paul Vance

Howard D. Cline, Jr.
of counsel

**Also admitted in Texas*

Howard D. Cline (1903-1965)
Earl J. Cline (1931-2002)



2018-19 Home Schedule



September / October

Day	Date	Team	Home	Game Time	Promotion
Saturday	September 29th	London	Flint	7:00 PM	Opening Night
Wednesday	October 3rd	Saginaw	Flint	7:00 PM	Winning Wednesday
Saturday	October 6th	Guelph	Flint	7:00 PM	Mascot Night Hot Wings Birthday Party
Friday	October 12th	North Bay	Flint	7:00 PM	4-pack Friday 810 Night
Saturday	October 13th	Kitchener	Flint	7:00 PM	First Responders Night
Sunday	October 21st	Barrie	Flint	2:00 PM	Family Sunday FUN Day
Saturday	October 27th	Sarnia	Flint	7:00 PM	PINK In The Rink: Fight Breast Cancer
Sunday	October 28th	Niagara	Flint	2:00 PM	Family Sunday FUN Day Halloween: Kids Trick-or-Treat

November

Day	Date	Team	Home	Game Time	Promotion
Saturday	November 3rd	Ottawa	Flint	3:00 PM	
Wednesday	November 7th	Sarnia	Flint	11:00 AM	Winning Wednesday SCHOOL DAY GAME
Friday	November 9th	Sault Ste. Marie	Flint	7:00 PM	4-pack Friday Military Appreciation (Jersey?)
Saturday	November 10th	Mississauga	Flint	7:00 PM	Harry Potter Night
Wednesday	November 14th	Saginaw	Flint	7:00 PM	Winning Wednesday
Wednesday	November 21st	Kitchener	Flint	7:00 PM	Winning Wednesday Stuff the Truck Catholic Chairities
Friday	November 23rd	Windsor	Flint	7:00 PM	4-pack Friday Video game Night

December

Day	Date	Team	Home	Game Time	Promotion
Saturday	December 1st	Erie	Flint	7:00 PM	Teddy Bear Toss
Sunday	December 2nd	Sault Ste. Marie	Flint	2:00 PM	Family Sunday FUN Day Ugly Sweater? (Warm Up Jersey)
Friday	December 28th	Erie	Flint	7:00 PM	4-pack Friday
Saturday	December 29th	Windsor	Flint	7:00 PM	

January

Day	Date	Team	Home	Game Time	Promotion
Wednesday	January 2nd	Saginaw	Flint	7:00 PM	Winning Wednesday
Saturday	January 5th	Sudbury	Flint	7:00 PM	Food Bank Drive Month
Sunday	January 6th	Sault Ste. Marie	Flint	2:00 PM	Family Sunday FUN Day
Friday	January 11th	Hamilton	Flint	7:00 PM	4-pack Friday
Saturday	January 12th	Sarnia	Flint	7:00 PM	Food Bank - Back Pack Night
Wednesday	January 30th	London	Flint	7:00 PM	Winning Wednesday

February

Day	Date	Team	Home	Game Time	Promotion
Friday	February 1st	Saginaw	Flint	7:00 PM	4-pack Friday Flint Generals/Saginaw Gears (Jersey)
Friday	February 15th	Oshawa	Flint	7:00 PM	4-pack Friday Credit Union Night
Saturday	February 16th	Owen Sound	Flint	7:00 PM	Tropics (Jersey)
Saturday	February 23rd	Guelph	Flint	7:00 PM	UAW/United Way

March

Day	Date	Team	Home	Game Time	Promotion
Friday	March 1st	Kingston	Flint	7:00 PM	4-pack Friday
Saturday	March 2nd	Peterborough	Flint	7:00 PM	Billet Appreciation
Wednesday	March 6th	Owen Sound	Flint	7:00 PM	Winning Wednesday
Saturday	March 9th	Windsor	Flint	7:00 PM	Overager Night
Saturday	March 16th	Sarnia	Flint	7:00 PM	Fan Appreciation



April 5, 2018

ATTORNEYS AT LAW

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Timothy H. Knecht
José T. Brown
J. Brian MacDonald
Barbara J. Hunyady
Megan R. Mulder
Brandon K. Wagner
Nancy K. Chinonis
R. Paul Vance

Howard D. Cline, Jr.
of counsel

**Also admitted in Texas*

Howard D. Cline (1903-1963)
Earl J. Cline (1931-2002)

Flint City Council
Councilperson Monica Galloway
1101 Saginaw St. #310
Flint, MI 48502

RE: RESOLUTION FOR CHARITABLE GAMING LICENSE

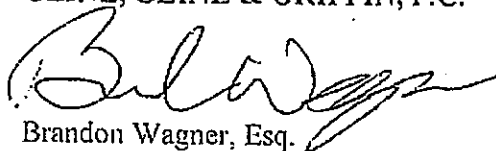
Dear Madam:

The Flint Firebirds Foundation (hereinafter "Firebirds") was organized and endorsed by the State of Michigan on September 14, 2015. The Firebirds are seeking approval to conduct 50/50 raffles at the Dort Federal Credit Union Event Center for the upcoming 2018-2019 hockey season during their home hockey games. In furtherance of this goal we are requesting a resolution from the Flint City Council that we are a recognized nonprofit organization in our community. Attached in support are: 1) Firebirds Articles of Incorporation; 2) Firebirds bylaws; 3) Letter from IRS stating Firebirds are exempt from federal tax under IRS code 501(c); and 4) Firebirds description of activities and programs. The Firebirds are committed to supporting and assisting youth hockey and general youth initiatives in Genesee County, Michigan. Funds received by the Firebirds are distributed to local charities in Flint and Genesee County.

Should you have any questions, please feel free to contact me.

Very truly yours,

CLINE, CLINE & GRIFFIN, P.C.



Brandon Wagner, Esq.

BKW
Enclosure
cc: Monika Kronenberger

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

FLINT FIREBIRDS FOUNDATION

ID NUMBER: 71770V

received by facsimile transmission on September 14, 2015 is hereby endorsed.

Filed on September 14, 2015 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of September, 2015.

Alan J. Schafke, Director
Corporations, Securities & Commercial Licensing Bureau

CSC/UCD-622 (Rev. 1/13)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
Date Received		
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	Cline, Cline & Griffin, P.C. Attorney Barbara J. Hunyadi	
Address	503 S. Saginaw Street, Suite 1000	
City	State	Zip Code
Ft. La	MI	48502
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1992, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Ft. La Birds Foundation

ARTICLE II

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

See attached

ARTICLE III

1. The corporation is formed upon a nonstock basis.
(Stock or Nonstock)

2. If formed on a stock basis, the total number of shares the corporation has authority to issue is

If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

ARTICLE III (cont.)

3. a. If formed on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
None

b. The description and value of its personal property assets are: (if none, insert "none")
None

c. The corporation is to be financed under the following general plan:
Annual dues, donations, contributions, fundraising, and revenue from sponsors

d. The corporation is formed on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The name of the resident agent at the registered office is:
Timothy H. Knecht

2. The address of its registered office in Michigan is:
503 S. Saginaw St., Suite 1000 Filed 48502
(Street Address) (City) Michigan (ZIP Code)

3. The mailing address of the registered office in Michigan if different than above:
_____, Michigan _____
(Street Address or PO Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Rolf Nilsen	2603 Andalusia Blvd., Cape Coral, FL 33809

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See attached for Articles II, VI, VII, VIII, and IX.

I, (We), the incorporator(s) sign my (our) name(s) this 14th day of September, 2015

Roll Wilson

**ATTACHMENT TO ARTICLES OF INCORPORATION FOR
FLINT FIREBIRDS FOUNDATION**

ARTICLE II:

The Corporation is organized and shall be operated exclusively for the following charitable and educational purposes:

- a. To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan,
- b. To acquire, own, dispose of, lease, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation,
- c. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501 (c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan,

ARTICLE VI:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, as amended, or any successor provision(s) thereto.

ARTICLE VII:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer the assets of the Corporation to the United Way of Genesee County. If it remains in existence and remains qualified as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code, as amended, or any successor provision(s) thereto. In the event that the United Way of Genesee County does not qualify as required herein, the Board of Directors shall identify and distribute the assets of the Corporation to a comparable Section 501(c)(3) organization. Any assets not disposed of in accordance

with this provision shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VIII:

No volunteer director (or volunteer officer) of this Corporation shall be personally liable to the Corporation or its other directors, for monetary damages for a breach of the directors or officers fiduciary duty; provided, however, that the foregoing shall not eliminate or limit the liability of a director (or officer) for any of the following:

- a. A breach of the director's or officer's duty of loyalty to the Corporation;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- c. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- d. A transaction from which the director or officer derived an improper personal benefit;
- e. An act or omission occurring before the effective date of these Articles of Incorporation; or
- f. An act or omission that is grossly negligent.

If the Act is amended after filing this amended Article to authorize the further elimination of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors and of officers of the Corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officers of this Corporation for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

ARTICLE IX:

The directors and officers of the Corporation shall be entitled to indemnification to the full extent permitted under the Michigan Nonprofit Corporation Act, as may be now or hereafter amended.

**BY-LAWS
of
FLINT FIREBIRDS FOUNDATION**

**ARTICLE I
NAME, OFFICES AND PURPOSE**

- 1.01 Name. The name of the corporation is Flint Firebirds Foundation.
- 1.02 Places of Business. The corporation shall have its principal place of business in Genesee County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.
- 1.03 Purposes. The purposes for which the corporation is organized are as follows:
- 1.03.1 To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan.
- 1.03.2 To acquire, own, dispose of, lease, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- 1.03.3 To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501 (c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
- 1.04 Nonprofit Operation and Prohibited Activities. The corporation shall be operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No substantial part of the activities of the Organization shall be the promotion of political propaganda or campaigns or otherwise attempting to influence legislation other than related to the purpose of organization. Notwithstanding any other provision of these By-Laws, the Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (j) of the Internal Revenue Code of 1986, as amended, as a qualified amateur sports organization (or the corresponding provisions of any future United States Internal Revenue Law). The Organization and its meetings shall not be used as a means or a place to sell products and/or services or solicit business of any type not specifically sanctioned by the Board of Directors and its Officers. No part of the earnings of the Organization shall inure for the benefit of, or be distributable to, its directors, officers, or other private person, except that the

Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

ARTICLE II MEMBERS

- 2.01 There shall be no members for this organization.

ARTICLE III BOARD OF DIRECTORS

- 3.01 Board of Directors. The business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.
- 3.02 Number. The number of Directors shall be no less than three, and the total number shall be fixed from time to time by the Board of Directors.
- 3.03 Tenure. Each Director of the Corporation shall hold office until his successor becomes qualified and assumes office or his earlier death, resignation, or removal.
- 3.04 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designed in the notice. A successor shall be appointed as provided in Section 3.06 of the By-Laws.
- 3.05 Removal of Directors. Any Director may be removed by a vote of two-thirds of the remaining Directors of the Board.
- 3.06 Board Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, removal or other inability of a director to serve may be filled by the remaining Directors, or by a person selected by two-thirds of the remaining directors of the Board. The decision to fill with the remaining directors or by selecting another person to fill the vacancy shall be based on a two-thirds vote of the remaining directors of the Board. A director elected to fill a vacancy shall serve for the unexpired portion of the term.
- 3.07 Annual Meeting. Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held on a date to be determined by the Board of Directors each year. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have

been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

- 3.08 **Regular Meetings.** Regular meetings of the Board may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all directors.
- 3.09 **Special Meetings.** Special meetings of the Board may be called by the President or any two (2) Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three (3) days before the meeting.
- 3.10 **Notice.** Written notice of the time and place of all meetings of the Board of Directors shall be given to each director at least five (5) days before the date of the meeting, either personally or by mailing such notice to each Director at the address designated by the director for such purpose, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board of Directors may be waived in writing before, at, or after the meeting. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 3.11 **Meeting by Telephone or Similar Equipment.** A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.
- 3.12 **Quorum.** A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.
- 3.13 **Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.
- 3.14 **Dissolution.** In the event the Board authorizes dissolution of the Corporation, upon dissolution the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, identify and distribute the assets of the Corporation to a comparable Section 501(c)(3) organization. Any assets not disposed of in accordance with this provision shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE IV COMMITTEES

- 4.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one (1) or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate Board member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- a) amend the Articles of Incorporation;
- b) adopt an Agreement of Merger or Consolidation;
- c) amend the By-Laws of the Corporation;
- d) recommend dissolution or revocation of a dissolution of the Corporation;
- e) fill vacancies on the Board.

- 4.02 Meetings. Committees shall meet as directed by the Board and their meetings shall be governed by the rules provided in these By-laws for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.
- 4.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting, if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

- 5.01 Number. The Officers of the Corporation shall be appointed by the Board. The Officers shall be a President, Vice-President, Secretary and a Treasurer. There may also be a Chairperson and such other Officers as the Board deems appropriate. The President and Vice-President shall be voting members of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the

President or by the Board to be executed, acknowledged or verified by two (2) or more Officers.

- 5.02 **Term of Office.** Each Officer shall hold office for the term of one-year appointed and until a successor is appointed and qualified. An Officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.
- 5.03 **Removal.** An Officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.
- 5.04 **Vacancies.** A vacancy in any office for any reason may be filled by the Board.
- 5.05 **President.** The President shall be the Chief Executive Officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall have power to appoint or discharge employees, agent or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the right of the Board to delegate any specific power to any other Officer of the Corporation.
- 5.06 **Vice President.** The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.
- 5.07 **Chairperson.** The Chairperson, if elected, shall preside at all Board meetings. The Chairperson shall have the power to perform duties as may be assigned by the Board. The Chairperson shall perform all duties incident to the office.
- 5.08 **Secretary.** The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Director as required by law, the Articles of incorporation, or these By-Laws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each Officer and Director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board. If the Chairman is absent or unable to perform his or her duties, the Secretary shall perform the duties until the Board directs otherwise.
- 5.09 **Treasurer.** The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements;

(c) deposit all monies and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE VI MISCELLANEOUS

- 6.01 Notice. All notices to the directors or officers of the corporation shall be mailed or electronically submitted to the address designated by that person for the purpose of said notice; or if no address is designated, at his last known address. The said notice is deemed to have been served when it is deposited with postage thereon, prepaid, in a U.S. Post Office or U.S. Mail Box, or when submitted electronically without receipt of an automated undeliverable response.
- 6.02 No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board.
- 6.03 Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in these by-laws or prevent the Board of Directors from providing reasonable compensation to a director for services that are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director. Employees, accountants, counsel and other service providers of the corporation may be compensated with reasonable compensation for services actually performed.

ARTICLE VII INDEMNIFICATION

- 7.01 Non-derivative Actions. Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings. This includes any civil, criminal, administrative or investigative proceedings, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or Officer of the Corporation or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, volunteer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to

any criminal action or proceeding the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 7.02 **Derivative Actions.** Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or Officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, volunteer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
- 7.03 **Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.
- 7.04 **Contract Right: Limitation on Indemnity.** The right to indemnification conferred in this Article shall be a contract right. Except as provided this Article, the Corporation shall have no obligations to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.
- 7.05 **Determination that Indemnification is Proper.** Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any one of the following ways, as selected by the Board:

- a) by a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding,
 - b) if the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors, or
 - c) by independent legal counsel in written opinion.
- 7.06 Proportionate Indemnity. If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.
- 7.07 Expenses Advance. If authorized by the Board, expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- 7.08 Nonexclusively of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 7.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent specifically authorized by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.
- 7.10 Continuation of Indemnification. The indemnification provided in this Article continues for a person who has ceased to be in the position which created their eligibility for indemnification and shall inure to the benefit of the heirs, executors and administrators of that person.
- 7.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, officer, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

- 7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the board of directors.

ARTICLE IX AMENDMENTS

The Board of Directors, at any regular or special meeting, may amend or repeal these By-Laws, or adopt new By-Laws by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirements for such meeting of the Board.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 28 2017

FLINT FIREBIRDS FOUNDATION
C/O DAWN TROUT
7021 CONSTITUTION BLVD STE 5
FORT MYERS, FL 33967

Employer Identification Number:
47-5056117
DLN:
17053297377007
Contact Person:
CARLY D YOUNG ID# 31494
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
509(a) (2)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
September 14, 2015
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

FLINT FIREBIRDS FOUNDATION

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Stephen A. Martin

Director, Exempt Organizations
Rulings and Agreements

Flint Firebirds Foundation

Description of your Activities:

The Flint Firebirds Foundation is organized and shall be operated exclusively for the following charitable and educational purposes:

- a. To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan.
- b. To acquire, own, dispose of, lease, and deal with real and personal property and interest therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- c. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501(c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

The Flint Firebirds Charitable Foundation is created to support general youth initiatives and youth hockey in Genesee and Lapeer Counties in Michigan. The Foundation raises money at Firebirds hockey games at the Dort Federal Event Center via chuck-a-puck sales, live and silent jersey auctions and fan and corporate partner donations.

Flint Firebirds Foundation

Part VI - Your Members & Other Ind. & Organizations that receive benefits from you

Description of Programs

Question 1b:

- Flint Firebirds Hockey Team Members donate their player's jerseys to Flint Firebirds Foundation. The jerseys are then auctioned off in live and silent auctions.
- The Hockey Team donates player autographs on team memorabilia and promotional jersey's for auctions.
- Flint Firebirds Hockey Team donates used equipment to the Flint Firebird Foundation. The equipment is auctioned off.
- Chuck-A-Puck Sales allows fans to purchases a plastic puck at a Flint Firebirds Hockey Game and is giving a chance to "chuck the puck" into the hockey net.
- Individuals and Corporate partners provide monetary donations to the Flint Firebird Foundation.
- 50/50 Raffle - Raffle tickets may be purchased during a Flint Firebird Game. The raffle winner will received 50% of the raffle proceeds for that game day only. The remaining proceeds are distributed to the Flint Firebirds Foundation.

(Reference: Form 1023, Part VI, Page 5, question 1b)

FILE LOG SHEET

Case Name: Charitable Gaming

[illegible]



April 5, 2018

ATTORNEYS AT LAW

Walter P. Griffin
Timothy H. Knecht
José T. Brown
J. Brian MacDonald *
Barbara J. Hunyady
Megan R. Mulder
Brandon K. Wagner
Nancy K. Chinonis
R. Paul Vance

Howard D. Cline, Jr.
of counsel

** Also admitted in Texas*

Howard D. Cline (1903-1965)
Earl J. Cline (1931-2002)

Flint City Counsel
Councilperson Monica Galloway
1101 Saginaw St. #310
Flint, MI 48502

RE: RESOLUTION FOR CHARITABLE GAMING LICENSE

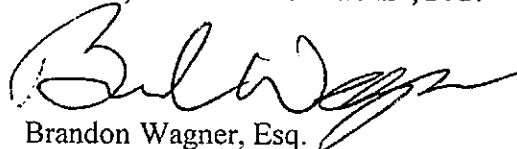
Dear Madam:

The Flint Firebirds Foundation (hereinafter "Firebirds") was organized and endorsed by the State of Michigan on September 14, 2015. The Firebirds are seeking approval to conduct 50/50 raffles at the Dort Federal Credit Union Event Center for the upcoming 2018-2019 hockey season during their home hockey games. In furtherance of this goal we are requesting a resolution from the Flint City Council that we are a recognized nonprofit organization in our community. Attached in support are: 1) Firebirds Articles of Incorporation; 2) Firebirds bylaws; 3) Letter from IRS stating Firebirds are exempt from federal tax under IRS code 501(c); and 4) Firebirds description of activities and programs. The Firebirds are committed to supporting and assisting youth hockey and general youth initiatives in Genesee County, Michigan. Funds received by the Firebirds are distributed to local charities in Flint and Genesee County.

Should you have any questions, please feel free to contact me.

Very truly yours,

CLINE, CLINE & GRIFFIN, P.C.



Brandon Wagner, Esq.

BKW
Enclosure
cc: Monika Kronenberger

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION - NON-PROFIT

for

FLINT FIREBIRDS FOUNDATION

ID NUMBER: 71770V

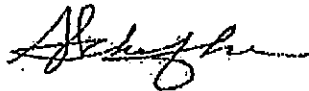
received by facsimile transmission on September 14, 2015 is hereby endorsed.

Filed on September 14, 2015 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of September, 2015.



Sent by Facsimile Transmission

Alan J. Schofke, Director
Corporations, Securities & Commercial Licensing Bureau

CS/CDD-502 (Rev. 1213)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
Date Received		
This document is effective on the date filed, unless a subsequent effective date within 30 days after received date is stated in the document.		
Name	Cline, Cline & Griffin, P.C. Attorney Barbara J. Hunyadi	
Address	503 S. Saginaw Street, Suite 1000	
City	State	ZIP Code
Flint	MI	48502
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I:

The name of the corporation is:

Film Fidelity Foundation

ARTICLE II:

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

See attached

ARTICLE III:

1. The corporation is formed upon a nonstock basis.
(Stock or Nonstock)

2. If formed on a stock basis, the total number of shares the corporation has authority to issue is

_____ If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

ARTICLE III (cont.)

3. a. If formed on a nonstock basis, the description and value of its real property assets are: (If none, insert "none")
None
- b. The description and value of its personal property assets are: (If none, insert "none")
None
- c. The corporation is to be financed under the following general plan:
Annual dues, donations, contributions, fundraising, and revenue from sponsors
- d. The corporation is formed on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The name of the resident agent at the registered office is:
Timothy H. Knecht
2. The address of its registered office in Michigan is:
503 S. Baginaw St., Suite 1000 Flint Michigan 48502
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office in Michigan if different than above:
_____, _____, Michigan _____
(Street Address or PO Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
<u>Rolf Nissen</u>	<u>2603 Andalusia Blvd., Cape Coral, FL 33909</u>

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

See attached for Articles II, VI, VII, and IX.

I, (We), the incorporator(s) sign my (our) name(s) this 14th day of September, 2015

Keith Wilson

**ATTACHMENT TO ARTICLES OF INCORPORATION FOR
FLINT FIREBIRDS FOUNDATION**

ARTICLE II:

The Corporation is organized and shall be operated exclusively for the following charitable and educational purposes:

- a. To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan.
- b. To acquire, own, dispose of, lease, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- c. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501 (c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

ARTICLE VI:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, as amended, or any successor provision(s) thereto.

ARTICLE VII:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer the assets of the Corporation to the United Way of Genesee County, if it remains in existence and remains qualified as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code, as amended, or any successor provision(s) thereto. In the event that the United Way of Genesee County does not qualify as required herein, the Board of Directors shall identify and distribute the assets of the Corporation to a comparable Section 501(c)(3) organization. Any assets not disposed of in accordance

with this provision shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VIII:

No volunteer director (or volunteer officer) of this Corporation shall be personally liable to the Corporation or its other directors, for monetary damages for a breach of the directors or officers fiduciary duty; provided, however, that the foregoing shall not eliminate or limit the liability of a director (or officer) for any of the following:

- a. A breach of the director's or officer's duty of loyalty to the Corporation;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- c. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- d. A transaction from which the director or officer derived an improper personal benefit;
- e. An act or omission occurring before the effective date of these Articles of Incorporation; or
- f. An act or omission that is grossly negligent.

If the Act is amended after filing this amended Article to authorize the further elimination of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors and of officers of the Corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officers of this Corporation for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

ARTICLE IX:

The directors and officers of the Corporation shall be entitled to indemnification to the full extent permitted under the Michigan Nonprofit Corporation Act, as may be now or hereafter amended.

**BY-LAWS
of
FLINT FIREBIRDS FOUNDATION**

**ARTICLE I
NAME, OFFICES AND PURPOSE**

- 1.01 Name. The name of the corporation is Flint Firebirds Foundation.
- 1.02 Places of Business. The corporation shall have its principal place of business in Genesee County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.
- 1.03 Purposes. The purposes for which the corporation is organized are as follows:
- 1.03.1 To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan.
- 1.03.2 To acquire, own, dispose of, lease, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- 1.03.3 To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501 (c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.
- 1.04 Nonprofit Operation and Prohibited Activities. The corporation shall be operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No substantial part of the activities of the Organization shall be the promotion of political propaganda or campaigns or otherwise attempting to influence legislation other than related to the purpose of organization. Notwithstanding any other provision of these By-Laws, the Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (j) of the Internal Revenue Code of 1986, as amended, as a qualified amateur sports organization (or the corresponding provisions of any future United States Internal Revenue Law). The Organization and its meetings shall not be used as a means or a place to sell products and/or services or solicit business of any type not specifically sanctioned by the Board of Directors and its Officers. No part of the earnings of the Organization shall inure for the benefit of, or be distributable to, its directors, officers, or other private person, except that the

Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

ARTICLE II MEMBERS

- 2.01 There shall be no members for this organization.

ARTICLE III BOARD OF DIRECTORS

- 3.01 Board of Directors. The business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.
- 3.02 Number. The number of Directors shall be no less than three, and the total number shall be fixed from time to time by the Board of Directors.
- 3.03 Tenure. Each Director of the Corporation shall hold office until his successor becomes qualified and assumes office or his earlier death, resignation, or removal.
- 3.04 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designed in the notice. A successor shall be appointed as provided in Section 3.06 of the By-Laws.
- 3.05 Removal of Directors. Any Director may be removed by a vote of two-thirds of the remaining Directors of the Board.
- 3.06 Board Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, removal or other inability of a director to serve may be filled by the remaining Directors, or by a person selected by two-thirds of the remaining directors of the Board. The decision to fill with the remaining directors or by selecting another person to fill the vacancy shall be based on a two-thirds vote of the remaining directors of the Board. A direction elected to fill a vacancy shall serve for the unexpired portion of the term.
- 3.07 Annual Meeting. Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held on a date to be determined by the Board of Directors each year. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have

been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

- 3.08 Regular Meetings. Regular meetings of the Board may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all directors.
- 3.09 Special Meetings. Special meetings of the Board may be called by the President or any two (2) Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three (3) days before the meeting.
- 3.10 Notice. Written notice of the time and place of all meetings of the Board of Directors shall be given to each director at least five (5) days before the date of the meeting, either personally or by mailing such notice to each Director at the address designated by the director for such purpose, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board of Directors may be waived in writing before, at, or after the meeting. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 3.11 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.
- 3.12 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.
- 3.13 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.
- 3.14 Dissolution. In the event the Board authorizes dissolution of the Corporation, upon dissolution the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, identify and distribute the assets of the Corporation to a comparable Section 501(c)(3) organization. Any assets not disposed of in accordance with this provision shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE IV COMMITTEES

- 4.01 **General Powers.** The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one (1) or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate Board member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- a) amend the Articles of Incorporation;
- b) adopt an Agreement of Merger or Consolidation;
- c) amend the By-Laws of the Corporation;
- d) recommend dissolution or revocation of a dissolution of the Corporation;
- e) fill vacancies on the Board.

- 4.02 **Meetings.** Committees shall meet as directed by the Board and their meetings shall be governed by the rules provided in these By-laws for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.
- 4.03 **Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting, if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

- 5.01 **Number.** The Officers of the Corporation shall be appointed by the Board. The Officers shall be a President, Vice-President, Secretary and a Treasurer. There may also be a Chairperson and such other Officers as the Board deems appropriate. The President and Vice-President shall be voting members of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the

President or by the Board to be executed, acknowledged or verified by two (2) or more Officers.

- 5.02 **Term of Office.** Each Officer shall hold office for the term of one-year appointed and until a successor is appointed and qualified. An Officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.
- 5.03 **Removal.** An Officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.
- 5.04 **Vacancies.** A vacancy in any office for any reason may be filled by the Board.
- 5.05 **President.** The President shall be the Chief Executive Officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall have power to appoint or discharge employees, agent or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the right of the Board to delegate any specific power to any other Officer of the Corporation.
- 5.06 **Vice President.** The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.
- 5.07 **Chairperson.** The Chairperson, if elected, shall preside at all Board meetings. The Chairperson shall have the power to perform duties as may be assigned by the Board. The Chairperson shall perform all duties incident to the office.
- 5.08 **Secretary.** The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Director as required by law, the Articles of incorporation, or these By-Laws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each Officer and Director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board. If the Chairman is absent or unable to perform his or her duties, the Secretary shall perform the duties until the Board directs otherwise.
- 5.09 **Treasurer.** The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements;

(c) deposit all monies and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE VI MISCELLANEOUS

- 6.01 Notice. All notices to the directors or officers of the corporation shall be mailed or electronically submitted to the address designated by that person for the purpose of said notice; or if no address is designated, at his last known address. The said notice is deemed to have been served when it is deposited with postage thereon, prepaid, in a U.S. Post Office or U.S. Mail Box, or when submitted electronically without receipt of an automated undeliverable response.
- 6.02 No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board.
- 6.03 Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in these by-laws or prevent the Board of Directors from providing reasonable compensation to a director for services that are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director. Employees, accountants, counsel and other service providers of the corporation may be compensated with reasonable compensation for services actually performed.

ARTICLE VII INDEMNIFICATION

- 7.01 Non-derivative Actions. Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings. This includes any civil, criminal, administrative or investigative proceedings, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or Officer of the Corporation or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, volunteer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to

any criminal action or proceeding the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 7.02 **Derivative Actions.** Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or Officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, volunteer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
- 7.03 **Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.
- 7.04 **Contract Right: Limitation on Indemnity.** The right to indemnification conferred in this Article shall be a contract right. Except as provided this Article, the Corporation shall have no obligations to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.
- 7.05 **Determination that Indemnification is Proper.** Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any one of the following ways, as selected by the Board:

- a) by a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit or proceeding,
 - b) if the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors, or
 - c) by independent legal counsel in written opinion.
- 7.06 Proportionate Indemnity. If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.
- 7.07 Expenses Advance. If authorized by the Board, expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- 7.08 Nonexclusively of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 7.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent specifically authorized by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.
- 7.10 Continuation of Indemnification. The indemnification provided in this Article continues for a person who has ceased to be in the position which created their eligibility for indemnification and shall inure to the benefit of the heirs, executors and administrators of that person.
- 7.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, officer, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

- 7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the board of directors.

ARTICLE IX AMENDMENTS

The Board of Directors, at any regular or special meeting, may amend or repeal these By-Laws, or adopt new By-Laws by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirements for such meeting of the Board.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 28 2017

FLINT FIREBIRDS FOUNDATION
C/O DAWN TROUT
7021 CONSTITUTION BLVD STE 5
FORT MYERS, FL 33967

Employer Identification Number:
47-5056117

DLN:
17053297377007

Contact Person:
CARLY D YOUNG ID# 31494

Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31

Public Charity Status:
509(a)(2)

Form 990/990-EZ/990-N Required:
Yes

Effective Date of Exemption:
September 14, 2015

Contribution Deductibility:
Yes

Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

FLINT FIREBIRDS FOUNDATION

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Stephen A. Martin

Director, Exempt Organizations
Rulings and Agreements

Flint Firebirds Foundation

Description of your Activities:

The Flint Firebirds Foundation is organized and shall be operated exclusively for the following charitable and educational purposes:

- a. To receive and administer funds and to support and assist youth hockey with participation, growth, and general youth initiatives Genesee County, Michigan and Lapeer County, Michigan.
- b. To acquire, own, dispose of, lease, and deal with real and personal property and interest therein and to apply gifts, grants, bequests and devises and their proceeds in furtherance of the purposes of the corporation.
- c. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and, as are not forbidden by Sections 501(c)(3) and 509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

The Flint Firebirds Charitable Foundation is created to support general youth initiatives and youth hockey in Genesee and Lapeer Counties in Michigan. The Foundation raises money at Firebirds hockey games at the Dort Federal Event Center via chuck-a-puck sales, live and silent jersey auctions and fan and corporate partner donations.

Flint Firebirds Foundation

Part VI - Your Members & Other Ind. & Organizations that receive benefits from you

Description of Programs

Question 1b:

- Flint Firebirds Hockey Team Members donate their player's jerseys to Flint Firebirds Foundation. The jerseys are then auctioned off in live and silent auctions.
- The Hockey Team donates player autographs on team memorabilia and promotional jersey's for auctions.
- Flint Firebirds Hockey Team donates used equipment to the Flint Firebird Foundation. The equipment is auctioned off.
- Chuck-A-Puck Sales allows fans to purchases a plastic puck at a Flint Firebirds Hockey Game and is giving a chance to "chuck the puck" into the hockey net.
- Individuals and Corporate partners provide monetary donations to the Flint Firebird Foundation.
- 50/50 Raffle - Raffle tickets may be purchased during a Flint Firebird Game. The raffle winner will received 50% of the raffle proceeds for that game day only. The remaining proceeds are distributed to the Flint Firebirds Foundation.

(Reference: Form 1023, Part VI, Page 5, question 1b)



Charitable Gaming Division
Box 30023, Lansing, MI 48909
OVERNIGHT DELIVERY:
101 E. Hillsdale, Lansing MI 48933
(517) 335-5780
www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
(Required by MCL 432.103(K)(II))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____
APPROVAL/DISAPPROVAL

APPROVAL

Yeas: _____

Nays: _____

Absent: _____

DISAPPROVAL

Yeas: _____

Nays: _____

Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and
adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on _____
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
PENALTY: Possible denial of application.

BSL-CG-1153(R6/09)