

**RESTATED ARTICLES OF INCORPORATION
OF
WESTERN WASHTENAW COUNTY RECYCLING AUTHORITY**

These Articles of Incorporation ("Articles") are adopted by the incorporating municipal corporations for the purpose of creating an Authority under the provisions of Act 233, Public Acts of Michigan, 1955, as amended (the "Act"), as follows:

ARTICLE I

The name of this authority is "Western Washtenaw County Recycling Authority," hereinafter referred to as the "Authority." The Authority does business as the "Western Washtenaw Recycling Authority." The principal office of the Authority is located at the Authority Manager's Office, located at 8025 Werkner Road, Chelsea, MI 48118.

ARTICLE II

The incorporating municipalities creating and investing in this Authority are the City of Chelsea, the Township of Dexter, the Township of Lima, the Township of Lyndon, the Township of Manchester, all located in the County of Washtenaw, State of Michigan (the "County"). The incorporating municipalities and any municipality that becomes a constituent of the Authority shall each be designated as a "constituent municipality" and together as "constituent municipalities." Each constituent municipality shall be either an Investing Member or a Participating Member. An "Investing Member" is a constituent municipality that (i) contracts with the County to pay to support the Authority's payment on any bonds issued pursuant to the Act to pay for new facilities and equipment or other capital expenditures; and (ii) contracts with the County to pay for a portion of the operating expenses (the "Operating Assessment") and agrees that its citizens will pay the Operating Assessment. Participating Members shall be responsible for paying only the Operating Assessment as set forth above.

ARTICLE III

The purpose of this Authority is to acquire, own, improve, enlarge, extend and operate a solid waste management system in accordance with the authorization of the Act. The term "solid waste management system" as used in these Articles shall be as now or hereafter defined in Section 1 of the Act.

ARTICLE IV

This Authority shall be a public body corporate with power to sue or to be sued in any court of the State of Michigan. Its limits shall include all of the territory embraced within the corporate boundaries of its constituent municipalities. It shall possess all of the powers now or hereafter granted by the Act or by any other applicable statute and by these Articles, and those incident thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise.

ARTICLE V

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

ARTICLE VI

The Authority shall have an official corporate seal.

ARTICLE VII

The governing body of this Authority shall be a Board of Trustees, hereinafter referred to as the "Board." The Board shall be comprised of one appointed official from each constituent municipality. The constituent municipality has the choice of appointing an elected official or appointing a non-elected official as the Board Trustee, however, a non-elected official shall take the requisite oath of office with their appointment. Members of the Board, hereinafter referred to as "Trustees," shall be appointed by the respective legislative body of each of the constituent municipalities on or before the 30th day of November of each year that a term of office expires. Each Trustee shall serve a term of two years. Only a Trustee from a constituent municipality that is an Investing Member (a "Voting Trustee" or collectively, "Voting Trustees") shall have a vote at any meeting of the Board. Each constituent municipality may also appoint an "Alternate Trustee" who may attend meetings of the Board but, in the event an Investing Member appoints an Alternate Trustee, such Alternate Trustee may vote only in the absence of the Voting Trustee appointed by the Alternate Trustee's respective constituent municipality. No appointment to the Board by a constituent municipality shall be deemed to be invalid because it was not made within or at the time specified in these Articles.

The Trustees shall not be compensated for their services as Trustees. However, each Trustee may be reimbursed for the costs incurred to attend meetings of the Board, including expenses for materials and travel. The Voting Trustees shall, by simple majority vote, establish annually an average estimate of the costs the Trustees incur to participate in meetings (the "Reimbursement Amount"). The Trustee shall receive the Reimbursement Amount only in months in which meetings occur. If more than one meeting is held in any month, the Trustees shall only be reimbursed for one meeting. If a Trustee does not attend a meeting, the Trustee shall not receive the Reimbursement Amount for that meeting. An Alternate Trustee who attends a meeting of the Board in the absence of the Trustee appointed by the alternate's respective constituent municipality shall receive the Reimbursement Amount normally paid to that constituent municipality's Trustee for that particular meeting. Trustees and Alternate Trustees may decline the Reimbursement Amount from the Authority by submitting a signed letter to the Chairperson of the Board. The legislative body of a constituent municipality may submit a letter to the Chairperson of the Board declining the Reimbursement Amount for that municipality's representative.

The Board shall hold an annual meeting on the second Wednesday of January of each year at 7:00 p.m. for the purpose of organization. At this organization meeting the

Voting Trustees shall elect four officers: a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, all of whom shall be Voting Trustees. These four officers shall be elected by a simple majority vote of the Voting Trustees. Such officers shall serve until the organizational meeting in the following year or until their respective successors shall be selected and qualify.

ARTICLE VIII

In the event of a vacancy on the Board, the legislative body of the constituent municipality selecting such representative shall fill the vacancy to complete the remainder of the vacated term. In the event of a vacancy in any Board officer position, such vacancy shall be filled by a simple majority vote of the Voting Trustees until the next annual organizational meeting. In case of the temporary absence or disability of the Board Vice-Chairperson, Secretary or Treasurer, the Voting Trustees may appoint a Trustee to temporarily act in his or her stead by a simple majority vote of the Voting Trustees. In the event of the temporary absence or disability of the Chairperson, the Vice-Chairperson shall temporarily act as the Chairperson.

Any Trustee or Alternate Trustee may be removed at any time by action of the legislative body of the constituent municipality, which appointed them.

ARTICLE IX

Meetings of the Board shall be held at least four times per calendar year at such time and place as shall be prescribed by resolution of the Board. Each Voting Trustee shall have one vote. Special meetings of the Board may be called by the Chairperson or any two members thereof, by serving written notice of the time, place and purpose thereof, upon each member of the Board personally, or by leaving it at his or her place of residence at least eighteen hours prior to the time of such meeting, or by depositing the same in a United States Post Office or mail box within the limits of the Authority, at least seventy-two hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with first class postage fully prepaid. Special meetings of the Board at which all members are present shall be deemed to be valid even though no written notice thereof may be given as above specified. Any member of the Board may waive notice of any meeting either before or after the holding thereof. At least a majority of the Voting Trustees elected and serving on the Board shall be required for a quorum. The Board shall act by motion, resolution or ordinance. For the passage of any resolution or ordinance providing for the issuance of bonds, or the execution of any contract, there shall be required a majority vote of the Voting Trustees elected and serving on the Board. For all other matters, a vote of a majority of the Voting Trustees of the Board present at any meeting at which a quorum is present shall be sufficient passage.

Public notices of all regular, special or rescheduled regular meetings of the Board shall be given pursuant to the applicable provisions of the Open Meetings Act, being Act 267, Public Acts of 1976, as amended from time to time.

The Board shall have the right to adopt rules governing its procedure which are not in conflict with the terms of any statute or of these Articles. The Board shall also have the right to establish rules and regulations for the use of any project constructed by it under the provisions of the Act. The Board shall keep a journal of its proceedings, which shall be signed by the Secretary. All votes shall be "yes" and "no", except that where the vote is unanimous, it shall be necessary to so state.

ARTICLE X

The Chairperson of the Board shall be the presiding officer thereof. Except as herein otherwise provided, he shall not have any executive or administrative functions other than as a member of the Board. In the absence or disability of the Chairperson, the Vice-chairperson shall perform the duties of the Chairperson. The officer elected as the Secretary shall be the recording officer of the Board. The Treasurer shall be custodian of the funds of the Authority and shall give it a bond conditioned upon the faithful performance of the duties of his or her office. The cost of said bond shall be paid by the Authority. All money shall be deposited in a bank to be designated by the Board, and all checks or other forms of withdrawal therefrom shall be signed by the Chairperson or the Vice-Chairperson or the Treasurer or the Secretary. The officers of the Board shall have such other powers and duties as may be conferred upon them by the Board.

Bonds issued by the Authority, and interest coupons relating thereto, if any, shall be executed in the name and on behalf of the Authority by its Chairperson and Secretary by manual or facsimile signature, and the corporate seal of the Authority or a facsimile thereof shall be printed on or affixed to the bonds.

The Board shall prepare, adopt and submit to the legislative bodies of the constituent municipalities for comment an annual budget covering the proposed expenditures to be made for the organizing and operating of such Authority and for the necessary funds, if any, required from each constituent municipality for the next fiscal year, such budget to be submitted to each constituent municipality for comment on or before November 17th of each calendar year. No budget shall be adopted unless approved by a three-quarters vote of the Voting Trustees elected and serving on the Board; provided, however, that no obligation shall be assumed by the Authority which may then or at any time in the future become in whole or in part the individual liability of any constituent municipality without the prior individual consent of that constituent municipality; and provided further, that any constituent municipality may withdraw from the Authority after the assumption of indebtedness by the Authority for which the individual constituent municipality has by its prior agreement thereto incurred an individual liability, but in such withdrawal the consent of the creditor shall be obtained or the individual obligation assumed by the withdrawing member shall be paid by the withdrawing constituent municipality on terms satisfactory to the creditor.

The provisions of this Article shall be considered controlling over all other Articles of this instrument.

ARTICLE XI

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

ARTICLE XII

The Authority shall have the power to determine the location of any project constructed by it under the provisions of the Act and to determine, in its discretion the design, standards, and the materials of construction, and construct, maintain, repair and operate the same.

ARTICLE XIII

The Authority and its constituent municipalities may enter into a contract or contracts providing for the acquisition, purchase, construction, improvement, enlargement, extension, operation and financing of a solid waste management system as authorized and provided in the Act. The Authority may enter into contracts with any non-constituent county, city, village, township or charter township for the furnishing of solid waste management service by any solid waste management system owned or operated by the Authority, which contracts shall provide for reasonable charges or rates for such service furnished. The Authority shall have the power to enter into contracts with any constituent municipality or other municipality for the purchase of solid waste management services from such constituent municipality or other municipality. No contracts shall be for a period exceeding forty (40) years.

ARTICLE XIV

For the purpose of obtaining funds for the acquisition, construction, improving, enlarging or extending of a solid waste management system, the Authority may, upon ordinance or resolution duly adopted by it, issue its negotiable bonds, in accordance with and subject to the provisions of the Act.

ARTICLE XV

The Authority and any of its constituent municipalities and any other municipality shall have authority, if provided by the terms of any contract, to acquire, construct, improve, enlarge or extend a solid waste management system to provide for the sale and purchase of solid waste management service from such system, and after the execution of such contract or contracts, the Authority may issue self-liquidating revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended, being sections 141.1901 to 141.139, inclusive, of the Michigan Compiled Laws, or any other act providing for the issuance of revenue bonds, which bonds shall be payable solely from the revenues of the solid waste management system. The charges specified in any such contract or contracts shall be subject to increase by the Authority at any time if necessary in order to provide funds to meet its obligations. Any contract authorized herein shall be for a period of not exceeding forty (40) years.

ARTICLE XVI

The Board shall have power to hire all necessary employees and contractual labor to carry out the functions of the Authority and to fix the compensation therefore; provided, however, that no elected official or employee of any constituent municipality shall receive any compensation from the Authority, except for the Reimbursement Amount paid to Trustees as defined in Article VII. The Board may contract with any constituent municipality or some outside governmental agency for the purpose of examining and preparing an eligible register of prospective employees for the several classifications of employees needed to operate such facilities.

ARTICLE XVII

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

ARTICLE XVIII

These Articles shall be published once in a newspaper which has general circulation within the territory encompassed by the Authority or as required by state statute. One printed copy of the Articles as printed in the aforementioned newspaper, certified as a true copy thereof as hereinafter provided, with the date and place of publication shown by a publisher's affidavit of publication attached thereto, shall be filed with each of the Secretary of State and the Clerk of the County after the execution and publication thereof has been completed.

The Board is hereby designated as the entity to cause these Articles to be published, certified and filed as aforesaid.

ARTICLE XIX

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

ARTICLE XX

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

These Articles have been adopted by the several incorporating municipalities, as hereinafter set forth in the following endorsements, and in witness whereof the designated officials of each constituent municipality have endorsed thereon the statement of such adoption.

City of Chelsea

 Mayor

JASON LINDAUER

Laura Kaiser Clerk

LAURA KAISER

Dexter Township

Pat A. Kelly Supervisor

Pat A. Kelly

 Clerk

HARLEY B. RIVER

Lima Township

 Supervisor

CRAG A. MAIER

Arlene Bareis Clerk

ARLENE R. BAREIS

Lyndon Township

Marc S. Keezer Supervisor

Marc S. Keezer

Linda Reilly Clerk

LINDA Reilly

Manchester Township

Gene DeRossett Supervisor

Gene DeRossett

Ann Becktel Clerk

Ann Becktel



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

August 20, 2013

Western Washtenaw Recycling Authority
Attn: Frank Hammer
8025 Werkner Rd.
Chelsea, MI 48118

Dear Mr. Hammer:

On behalf of Secretary of State Ruth Johnson, this letter will acknowledge receipt and filing on August 14, 2013, with the Office of the Great Seal, Michigan Department of State, of Restated Articles of Incorporation of the Western Washtenaw County Recycling Authority in accordance with Act 233 of the Public Acts of 1955.

Sincerely,

Michigan Department of State
Office of the Great Seal

OFFICE OF THE GREAT SEAL
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