

Thumb Land Conservancy 2009 Organizational Summary



Dead End Woods Sanctuary clean-up, November 7, 2009. Left to right: Cheryl Collins, Dan Rhein, and Kay Cumbow.

Thumb Land Conservancy 2009 Organizational Summary

Board of Directors

Cheryl Collins, President

Cheryl Collins of the Brown City - Marlette area formed the Thumb Land Conservancy in 2008. She has been at the forefront of natural area protection efforts in the region for nearly 20 years. Cheryl was on the board of directors of the Michigan Nature Association from 2003 through 2008, and cofounded the Macomb Land Conservancy in 2000 which has since merged with the Oakland Land Conservancy to become Six Rivers Land Conservancy. In 2001 and 2002, she conducted a fundraising campaign as a volunteer on behalf of the Michigan Nature Association to purchase the Sharon Rose Leonatti Memorial Nature Sanctuary in Kimball Township, Saint Clair County, a 9-acre preserve with one of Michigan's largest remaining populations of State Endangered Painted Trillium. Through a combination of grants and individual donations, she raised \$57,000 in less than two years in her spare time. While on the board of the Michigan Nature Association, she developed funding sources that resulted in grant awards of nearly \$500,000 for a statewide land acquisition campaign. Cheryl and her husband, Bill Collins, have worked together on many projects for Huron Ecologic, LLC since 1998. Cheryl served as Project Coordinator, providing assistance to several community groups trying to protect local natural areas across Michigan. She prepared, organized, and presented exhibits and testimony for three Michigan Department of Environmental Quality Contested Case Hearings and two Michigan Environmental Protection Act suits involving State and federally regulated wetland and other natural features. She provided information regarding the Michigan wetland regulatory program and wetland violation files to the Michigan Environmental Council and U.S. Environmental Protection Agency. From 1996 through 1998, Cheryl was Assistant Drain Commissioner for Saint Clair County, working along side Drain Commissioner Fred Fuller, who promoted natural watershed management and river restoration. In 2006, she was a Project Assistant for the Sanilac County Economic Development Corporation. She obtained a grant to construct a rain garden in Lexington and worked with the Huron County Economic Development Corporation on a Michigan Department of Transportation plan to identify significant heritage highway features along M-25. From 2006 through 2009, she was the Chairperson of the Sanilac County Brownfield Redevelopment Authority. She ran for Sanilac County Drain Commissioner in 2008. As a candidate of the Democratic Party, she received 38% of the vote in a solidly Republican county. Cheryl currently works as a drain inspector and assists with drain maintenance projects for the Saint Clair County Drain Commissioner.

Terry Gill - Treasurer and Secretary

Terry Gill of Greenwood has been Supervisor of Greenwood Township in Saint Clair County since 2004. Terry is a strong advocate for land preservation with over 20 years of volunteer experience in non-profit organizations. She is currently a member of the Saint Clair County Water Quality Board, Saint Clair County Farm Land Preservation Board, and Tri-Hospital EMS Board of Directors. For over 10 years, Terry has coordinated the Mill Creek Volunteer Monitoring Project, an aquatic macroinvertebrate sampling program to assess and monitor the water quality of the Mill Creek, a major tributary of the Black River. She obtained multiple grants to produce and submit an annual Mill Creek monitoring report to the Michigan Department of Environmental Quality. Terry served as President of the Blue Water League of Women Voters and was the Natural Resources Chair for the Michigan League of Women Voters based in Lansing. As Natural Resources Chair, she represented the Michigan League of Women Voters on the board of the Michigan Environmental Council and obtained a grant from the Frey Foundation to produce and distribute a brochure entitled, "Keeping This Land Ours", a citizen guide to protecting natural areas.

**Thumb Land Conservancy
2009 Organizational Summary
Board of Directors, continued**

Traci Brown - Director

Traci Brown of Port Huron is a parent and works as a paralegal for an established legal firm in Port Huron. Traci volunteered with Lakeshore Legal Aid based in Clinton Township, Macomb County, a not-for-profit law firm providing free civil legal services to low income people and seniors in the region. She serves as President of the Parent Teacher Association at Crull Elementary School and is active in local educational programs for kindergarten through sixth grade children. She volunteers her time to fundraise for several local programs. Traci and her family have long enjoyed the Thumb shoreline and are concerned about protecting recreational areas and other natural settings.

Daniel Rhein - Director

Dan Rhein of Port Huron grew up in China Township in Saint Clair County. He is a naturalist, wildlife expert, and a self-taught botanist possessing thorough knowledge of many obscure plant species, especially grasses and shrubs. Dan graduated from Michigan State University with a Bachelor of Science degree in Fisheries and Wildlife. For years, Dan has volunteered his time to provide nature education programs for the Blue Water Council Boy Scouts of America and local school children. Dan has long worked to promote natural areas in the Thumb, especially lakeplain prairie, wetlands, and aquatic habitats. He was a member of the Thumb Bioregional Alliance in the early 1990's, which advocated for the protection of land along the Black River near the Port Huron State Game Area, and the Minden Bog in Sanilac County. He has led several tours through the Minden Bog, being quite familiar with the unique bog vegetation. Dan teaches an edible plants course for Willow Winds school of traditional skills and crafts near Mikado, Michigan. He is active with the Saint Clair County Parks and Recreation Committee, advising them on park development plans. Dan works for the Saint Clair County Drain Commissioner as a drain inspector and project supervisor.

Kay Cumbow - Director

Kay Cumbow of the Brown City area is a long-time environmental advocate. For several years, she was a board member and Chair for Citizens for Alternatives to Chemical Contamination, a statewide organization working to protect the health of our communities and the Great Lakes. She is now a member of their Education Committee. Kay also works with Blue Water Sierra Club in Saint Clair County, a Conservation Committee of the Southeast Michigan Group of the Sierra Club covering Wayne, Oakland, Macomb and Saint Clair Counties. Since its inception in 1999, Kay has worked for the Mill Creek Volunteer Monitoring Project, an aquatic macroinvertebrate sampling program to assess and monitor the water quality of the Mill Creek. She volunteers with the Stream Leaders Program of Saint Clair County, which also monitors aquatic macroinvertebrates in streams, including the Black River watershed. Kay has an Associate of Arts degree from Kalamazoo Valley Community College and an Associate of Science degree from Mott Community College. She is a certified respiratory technician.

Thumb Land Conservancy 2009 Organizational Summary Board of Directors, continued

Scott Ferguson - Director

Doctor Scott Ferguson grew up near the TLC Dead End Woods Sanctuary in Fort Gratiot Township and joined the TLC board in 2010. Doctor Ferguson has been in full-time dental practice since 1988, the year he earned his Doctorate of Dental Surgery from the University of Detroit. He is a member of the Thumb District Dental Society, the Michigan Dental Association, the American Dental Association, and the Port Huron Study Club, part of a nationwide network of affiliates under the Seattle Study Club. Doctor Ferguson has completed advanced training through the Misch Institute for Implant Training and is a Fellow in the International Congress of Oral Implantology. A Port Huron native and active supporter of many local associations, Scott lives in North Street with his wife Syeda and their son, Gabriel and daughter, Maya.

Dorothy Craig - Director

Dorothy Craig lives near the TLC Dead End Woods Sanctuary in Fort Gratiot Township and joined the TLC board in 2013. Dorothy has cared for animals her whole life and loves nature. Dorothy has encouraged and supported the work of the TLC since its formation in 2008.

Staff

William Collins - Executive Director

Bill Collins of the Brown City - Marlette area is a naturalist and botanist who grew up in the Port Huron area. He was a nature instructor at Silver Trails Scout Reservation summer camps from 1978 through 1986. He has an Associate of Science degree from Saint Clair County Community College and graduated from Michigan State University in 1987 with a dual Bachelors of Science degree in Botany and Natural Resources Development while also following the engineering program. From 1984 through 1986 he was a Program Assistant with the Michigan Chapter of The Nature Conservancy in East Lansing, and later worked on various contract projects for the Michigan Department of Natural Resources Wildlife Division. He is a Life Member of the Michigan Nature Association and explored natural areas for MNA in 1988 through 1990. Bill has been a professional wetland consultant and ecologist for 21 years, employed 8 years as a botanist and project manager with SSOE, Inc., a large architectural and engineering firm in Troy, Michigan, and since 1998 with his own consulting firm, Huron Ecologic, LLC (HuronEcologic.com). In his capacity as a private consultant, he has encouraged and helped local governments and individuals preserve high quality habitats. Bill and his wife, Cheryl, have been very active in promoting the protection of Michigan Endangered Painted Trillium, a rare woodland wildflower that is now known only from Saint Clair County in all of Michigan.

As TLC Executive Director, Bill receives no salary, but was compensated for the first time in 2011 for two TLC wetland monitoring projects conducted for the State of Michigan, and for a private grant-funded project to investigate the restoration potential of the Black River in Sanilac County. Until the TLC develops a broader donor base, it is anticipated that future payment will be restricted largely to continued wetland monitoring and other grant-funded projects of the TLC.

Thumb Land Conservancy 2009 Organizational Summary

Legal Counsel

Attorney Timothy J. Lozen
Law Offices of Timothy J. Lozen, P.C.
511 Fort Street, Suite 402
Port Huron, Michigan 48060
810-987-3970
LozenLaw.com

Financial Institution

Eastern Michigan Bank
65 North Howard Avenue
Croswell, Michigan 48422
810-679-2500
EasternMichiganBank.com

Insurance Provider

Conserv-A-Nation Insurance Program
Underwritten by Chubb Group of Insurance Companies
Alliant Insurance Services, Inc.
Franey Muha Commercial Group
4530 Walney Road, Suite 200
Chantilly, Virginia 20151
703-397-0977
AlliantInsurance.com

Accountant

Michael J. Melvin Jr.
Ruhlman Melvin Tax and Accounting Service
3702 Huron Street
Post Office Box 3618
North Branch, Michigan 48461
810-688-4710

Web Site Host - ThumbLand.org

Jeff Ronan
Webarticulate
2763 West Lake Drive
Kimball, Michigan 48074
810-334-4119
Innovation@WebArticulate.com
WebArticulate.com

Thumb Land Conservancy 2009 Organizational Summary

TLC Web Site

www.ThumbLand.org

TLC Contacts

mailing address:

Thumb Land Conservancy
4975 Maple Valley Road
Marlette, Michigan 48453 USA

phone and fax: 810-346-2584

e-mail: mail@ThumbLand.org

TLC Incorporation Documents

IRS Employer Identification Number: 41-2247569

IRS Employer Identification Number Assigned: 2007 August 13

Michigan Corporation Identification Number: 70398K

Michigan Articles Of Incorporation Filed: 2008 October 29

Michigan Articles Of Incorporation Effective Date Of Approval: 2008 October 29

IRS Effective Date Of Tax Exemption: 2008 October 29

IRS 501(c)(3) Tax Exempt Status Confirmed: 2009 February 26

Michigan Corporate Entity Documents:

http://www.dleg.state.mi.us/bcs_corp/results.asp?ID=70398K&page_name=corp

IRS Search for Charities, Online Version of Publication 78:

<http://www.irs.gov/app/pub-78/>

TLC Properties

1. *Dead End Woods Sanctuary*

17.6 Acres, Fort Gratiot Township, Saint Clair County

Acquisition Date: 2008 December 30

North Parcel 74-20-030-2009-000: Beginning North 660.34 Feet From The East Quarter Corner, Thence N89°37'00"W 229.00 Feet; Thence S00°00'00"E 130.17 Feet; Thence N89°37'00"W 189.00 Feet; Thence S00°00'00"E 200.00 Feet; Thence N89°37'00"W 920.79 Feet; Thence N00°00'00"E 330.18 Feet; Thence S89°37'00"E 691.79 Feet; Thence N00°00'00"E 70.00 Feet; Thence S89°37'00"E 647.00 Feet; Thence S00°00'00"E 70.00 Feet To Beginning. Section 30, Town 7 North, Range 17 East, 8.59 Acres.

South Parcel 74-20-030-2012-000: Part Of The Northeast Quarter Of Section 30, Town 7 North, Range 17 East, Fort Gratiot Township, St. Clair County, Michigan; Described As Commencing At The East Quarter Corner Of Said Section; Thence N00°00'00"E 97.00 Feet Along The East Section Line To The Point Of Beginning; Thence N89°44'42"W 225.00 Feet; Thence S00°00'00"E 97.00 Feet; Thence N89°44'42"W 537.54 Feet Along The North Line Of Spruce Village; Thence N89°47'58"W 575.76 Feet Along The North Line Of Ferguson Heights; Thence N00°02'55"E 320.95 Feet Along The East Line Of Angus Campbell Number One; Thence N00°07'02"E 12.77 Feet Along The East Line Of Plat Number 5 Of The Old Farm Subdivision; Thence S89°37'00"E 1113.04 Feet; Thence S00°00'00"W 130.78 Feet; Thence S89°17'00"E 225.00 Feet; Thence S00°00'00"W 101.08 Feet To The Point Of Beginning. Containing 9.01 Acres.

Thumb Land Conservancy 2009 Organizational Summary

TLC Properties, continued

2. ***Dr. James F. Gerrits Memorial Sanctuary***
38.5 Acres, Ira Township, Saint Clair County
Acquisition Date: 2009 July 16

Parcel 74-23-007-1003-000: The Northwesterly 38.5 Acres Of The Southwesterly $\frac{1}{2}$ Of The Northeasterly $\frac{1}{2}$ Of Private Claim 627. Section 7, Town 3 North, Range 15 East. 38.5 Acres.

Thumb Land Conservancy 2009 Organizational Summary

TLC Mission Area

TLC is focused on Saint Clair, Sanilac, Huron, Tuscola, Lapeer, and Macomb Counties, but may also work in adjacent counties either alone or cooperatively with other organizations.

TLC History and Purpose

The TLC was formed in the late fall of 2008 to provide an organization dedicated to filling the gap of natural area preservation in Michigan's Thumb. Although much attention has been given to a few areas near Lake Saint Clair, the Thumb has been largely ignored. There is a general misconception that little is worth saving north of Detroit because of urban development and agriculture. While much of the landscape has been drastically altered, many high quality natural areas remain. Some habitats are nearly pristine, resembling conditions prior to European settlement about 200 years ago. Regardless of condition, extensive destruction makes preservation even more critical in the Thumb. Small, degraded habitat fragments often serve as isolated havens for rare plant species and can be restored and expanded. We believe all natural landscapes are important locally because they reflect a unique combination of history and features particular to that location. Many benefits of nature are obtained and enjoyed only locally. We believe it is especially important for children to have natural areas nearby where they can play, grow, and learn.

TLC is carrying on a tradition of independence in the Thumb. In 1952, Macomb and Saint Clair Counties were the birthplace of what became the Michigan Nature Association (MNA), the first statewide land preservation group in Michigan. MNA was led for many years by the late Bertha Daubendiek of Kenoskee Township in Saint Clair County, and until recently, is one of only a few organizations that has preserved land in the Thumb.

Although the TLC was just formed in 2008, as individuals, our board members have been involved with environmental issues and natural area protection in the Thumb for over 20 years. Most of our board members personally knew MNA cofounder Bertha Daubendiek. Some are MNA members and did volunteer work for MNA in the 1980's and 90's. Our Executive Director, Cheryl Collins, served on the MNA board from 2003 through 2008. From 1989 through 2006, as members of the Mill Creek Coalition, we helped protect the Mill Creek, a major tributary of the Black River, from an 18-mile dredging and channelization project. Some of our board members continue to monitor the water quality of Mill Creek and other watercourses in Saint Clair County. In the 1990's, as members of the Thumb Bioregional Alliance, we opposed development of the roughly 800-acre Wingford Estate along the Black River in the middle of the Port Huron State Game Area, and supported the State of Michigan in protecting the Minden Bog, the upper headwaters of the Black River in Sanilac County, from an expansion of peat mining. Most of the TLC board members were involved in the Painted Trillium Tours in Saint Clair County from 2001 through 2004 and helped to protect the MNA Sharon Rose Leonatti Memorial Nature Sanctuary in Kimball Township. Working together as Huron Ecologic, Bill and Cheryl Collins cofounded the Macomb Land Conservancy in 2000, monitored Michigan Threatened Pitcher's Thistle in Huron County in the late 1990's, and since 1998, have defended natural areas across the Thumb on behalf of several citizen groups through the enforcement of State and federal environmental regulations.

Thumb Land Conservancy 2009 Organizational Summary

TLC History and Purpose, continued

In most cases, land that we fought to protect never became available for acquisition. However, we sometimes got to a point where we needed the help of a land conservancy. Lack of a conservancy dedicated to the Thumb proved to be a problem. While a few conservancies based outside the region could acquire land in our area, we find a general lack of interest as they pursue acquisitions elsewhere. The exception to this has been the MNA, but their resources are largely dedicated to a statewide mission focused on acquiring rare species. For some time, a local conservancy claimed to exist but never materialized. Finally in late 2007, with the potential of a land donation approaching, we decided it was time to form the TLC. Articles of Incorporation were filed with Michigan in October 2008 and the IRS confirmed the tax exempt status of the TLC in February 2009. Since late December 2008, the TLC has acquired three sanctuaries in Saint Clair County through donation.

TLC Current Projects

In the summer of 2009, TLC was approached by a landowner wanting to sell 30 acres of ancient beach ridge and swale habitat along Lake Huron in Burtchville Township, Saint Clair County. This is a very unique coastal habitat formed about 4,500 years ago as glacial melt waters rapidly drained from the Great Lakes basin, leaving a series of sand ridges with muck swales between. This acquisition is currently on hold until the owner is able to resolve some complications. Otherwise, our discussions with the owner were very favorable.

TLC is in the process of developing a fundraising plan to acquire an approximately 30-acre addition to the MNA Sharon Rose Leonatti Memorial Nature Sanctuary in Kimball Township, Saint Clair County. With the existing 9-acre sanctuary, this project would result in the preservation of nearly 40 acres of mature northern forest containing high quality wetland and Michigan Endangered Painted Trillium habitat.

In late October of 2009, TLC was awarded a \$4,500 grant from Freshwater Future to plan, design, and promote restoration of the Black River. Freshwater Future of Petosky, Michigan provides assistance to citizens and grassroots watershed groups throughout the Great Lakes basin. Because of the generosity of a local landowner, TLC was able to hold its first meeting in early January of 2010 at a very impressive location on the banks of the Black River in Sanilac County.

While our two sanctuaries and potential projects in Saint Clair County are important natural areas and have been very satisfying pursuits, TLC runs the risk of becoming the type of conservancy that motivated us to organize if we do not become more active across the Thumb. Of course, this will depend on promoting the conservancy through various events and media, our ability to fundraise, and chance donations of land. TLC is currently exploring opportunities in Sanilac and Huron Counties.

**Thumb Land Conservancy
2009 Organizational Summary**

**Thumb Land Conservancy
IRS Tax Exempt Confirmation**

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

DEPARTMENT OF THE TREASURY

Date **FEB 26 2009**

THUMB LAND CONSERVANCY
4975 MAPLE VALLEY RD
MARLETTE, MI 48453-8348

Employer Identification Number:
41-2247569
DLN:
17053358350038
Contact Person:
DEL TRIMBLE ID# 31309
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
October 29, 2008
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

THUMB LAND CONSERVANCY

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert Choi". The signature is fluid and cursive, with the first name "Robert" and last name "Choi" clearly distinguishable.

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

**Thumb Land Conservancy
2009 Organizational Summary**

**Thumb Land Conservancy
Articles of Incorporation**

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

OCT 29 2008

Tran Info: 14361429-1 10/24/08

Chk#: 0199 Amt: \$20.00

ID: CHERYL COLLINS

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

Administrator

BUREAU OF COMMERCIAL SERVICES

Name

Cheryl Collins

Address

4975 Maple Valley road

City

Marlette

State

Michigan

Zip Code

48453

EFFECTIVE DATE:

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

70398K**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:

Thumb Land Conservancy

ARTICLE II

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

To implement educational programs of natural history and conservation; Acquire, protect, and maintain natural areas and examples of flora and fauna in the Thumb region of Michigan and adjacent areas; and conduct activities as permitted by the Michigan Nonprofit Corporation Act

ARTICLE III

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

2. If organized on a stock basis, the total number of shares which 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 are as follows:

PK

page 1

ARTICLE III (cont.)

3. a. If organized 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:
grants, fundraising, donations, contributions, and gifts from the general public
- d. The corporation is organized on a Directorship basis.
(Membership or Directorship)

ARTICLE IV

1. The address of the registered office is:
4975 Maple Valley Road Marlette, Michigan 48453
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent at the registered office is:
Cheryl Collins

ARTICLE V

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

Name	Residence or Business Address
William Collins	4975 Maple Valley Road, Marlette, MI 48453
Terry Gill	8168 N. Bricker Road, Greenwood, MI 48006
Traci Brown	1707 Whipple Street, Port Huron, MI 48060
Dan Rhein	1327 20th Street, Port Huron, MI 48060

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.

ARTICLE VI - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future tax code.

ARTICLE VII - BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. the number of directors constituting the initial board of directors is four (4); their names and addresses are as follow:

William Collins, 4975 Maple Valley Road, Marlette, MI 48453

Terry Gill, 8168 N. Bricker road, Greenwood, MI 48006

Traci Brown, 1707 Whipple Street, Port Huron, MI 48060

Daniel Rhein, 1327 20th Street, Port Huron, MI 48060

I, (We), the incorporator(s) sign my (our) name(s) this 18th day of September, 2008.

Traci Brown

Terry A. Gill

William C. Collins

Daniel G Rhein

CONTINUATION SHEET

ARTICLE VII — BOARD OF DIRECTORS, continued

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VIII — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X - INCORPORATORS In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Michigan and certify we executed these Articles of Incorporation this September 18 of 2008.

Trace Brown

Signature (Incorporator 1)

1707 Whipple Port Huron, MI 48060

Address, City, State, Zipcode

Terry A. Dill

Signature (Incorporator 2)

8168 Bricker Rd. Greenwood, MI 48006

Address, City, State, Zipcode

William C. Collins

Signature (Incorporator 3)

4975 Maple Valley Road, Marlette, Michigan 48453

Address, City, State, Zipcode

Daniel & Rhein 1327 20th St Port Huron, MI 48060

Signature (Incorporator 4)

Address, City, State, Zipcode

**Thumb Land Conservancy
2009 Organizational Summary**

**Thumb Land Conservancy
Bylaws**

BYLAWS OF THUMB LAND CONSERVANCY

ARTICLE 1 - NAME

Section 1: The name of the organization shall be Thumb Land Conservancy. It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

ARTICLE 2 - PURPOSE

Section 1: Thumb Land Conservancy is organized exclusively for charitable, scientific and education purposes that will benefit the citizens of the State of Michigan. These purposes include:
To preserve natural areas through negotiation, acquisition, obtaining conservation easements and/or securing development rights;
To educate the public on the importance of maintaining natural areas for environmental protection, wildlife habitat, and for enhancing the quality of life of area residents;
And, overall, to promote, preserve, and maintain our resources for the benefit of present and future generations.

ARTICLE 3 - MEMBERSHIP

Section 1: Membership shall consist of the Board of Directors

Section 2: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1: The Board is responsible for the overall policy, direction of the association property and business of this non-profit charitable corporation shall be managed by the Board of Directors. The Board may have up to seven members but not fewer than four. The Board receives no compensation other than reasonable expenses.

Section 2: Two founding members shall serve a one-year term and two founding members shall serve two-year terms. Thereafter, terms of office shall be for two-years.

Section 3: If for any reason the position of any Director becomes vacant, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 4: During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during an annual meeting of the Board of Directors, called in accordance with the provisions of these bylaws.

Section 5: **Election Procedures**

New directors shall be elected by a majority of directors present at such meeting, provided there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6: **Quorum**

For the purpose of doing business, a quorum shall constitute a majority of Board members.

Section 7: **Meetings, Special Meetings and Notice**

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have either written notice at least 10 days in advance unless it is a Special Meeting. Directors may participate in an official meeting by conference call if they are not able to attend in person.

Special Meetings may be called by either the President or three Board members.

Any action by the Directors may be taken without a meeting if all directors thereto give consent and filed by the Secretary in the permanent record of the Board. Verbal consent or electronic mail shall be considered a valid form of written consent for this purpose. Such consent must be reaffirmed at the next meeting of the Board.

The Annual meeting shall be held in the second quarter of the fiscal year at a time and place determined by the Board.

Section 8: **Resignation, Termination, and Absences of Director**

Resignation from the Board must be in writing and received by the secretary. A Director may be dismissed from office by the Board of Directors if three consecutive Board meetings are missed without due cause. The removal of a Director requires a three-fourths vote of the remaining Directors.

ARTICLE 5 - DUTIES OF DIRECTORS

Section 1: **Officers and Duties**

Officers shall be elected annually by the Board of Directors and shall include President, Vice-President, Secretary and Treasurer. All officers shall have a vote on the Board of Directors.

Section 2: **President**

The President shall preside at meetings, work with committees, coordinate strategies of action for the Board to consider, set the agenda for the next board meeting, and represent the Conservancy at public functions, land negotiations, etcetera unless otherwise delegated.

Section 3: **Vice President**

The Vice-President shall assist in the duties of the President and preside in his/her absence.

Section 4: **Secretary**

The Secretary shall be responsible for keeping of records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary may sign in the name of the corporation for those instances required by law or by position.

Section 5: **Treasurer**

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, keep track of all assets of the Conservancy, keep a record of all receipts and expenditures and make financial information available to Board members and the public.

Section 6: **Other Positions**

The Board of Directors may establish other officer positions as deemed necessary.

ARTICLE 6 - FISCAL YEAR

Section 1: **Fiscal Year**

The fiscal year shall be the calendar year.

ARTICLE 7 - COMMITTEES

Section 1: **Committee Formation**

The Board may establish committees as needed. Volunteers for committees shall be sought from the general public. Committees shall elect Chairpersons and make recommendations to the Board of Directors.

Section 2: **Executive Committee**

The four officers serve as the members of the Executive Committee. The Executive Committee may meet periodically and discuss recommendations that will be presented to the full Board at either the next regular meeting or special meeting.

Section 3: **Finance Committee**

The treasurer is the chair of the Finance Committee which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

ARTICLE 8 - BENEFIT

Section 1: **Benefit**

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 2 hereof. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting 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 provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 9 - AMENDMENTS

Section 1: **Amendments**

These bylaws may be amended when necessary by two-thirds of the board of directors.

ARTICLE 10 - PROPERTY HOLDINGS

Section 1: **Holdings**

It will be the policy of the Thumb Land Conservancy not to sell their land once it has been acquired.

ARTICLE 11 - DISSOLUTION

Section 1: **Dissolution**

In the event of dissolution, all debts and liabilities shall first be paid according to their respective priorities. Any remaining assets shall be contributed to a similar non-profit charitable organization which is exempt from income taxes under Section 501(c) 3 of the Internal Revenue Code.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on

Secretary: 

Date: 11-15-08