

**Bylaws of
Lafayette Park 50 ("LP50")**

**ARTICLE I
PURPOSES**

Section 1.1a Lafayette Park 50 ("LP50") is organized to continue sustaining and celebrating our neighborhood's rich diversity, heritage, and beauty through inclusive and proactive resident-driven initiatives.

LP50 will be a neighborhood of choice where residents of all ages, ethnicities, lifestyles, and economic status – inspired by our core values of diversity, beauty, and stability – are actively engaged in improving quality of life for all. We envision an urban neighborhood where our beautiful and inspiring environment, created through collaboration and innovative design and sustained through our common stewardship, is both honored and enhanced.

Section 1.1b LP50 is organized to operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

Section 1.1c No part of the net earnings of LP50 shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that LP50 shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article I.

Section 1.1d No substantial part of the activities of LP50 shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as provided in Section 501(h) of the Code) and LP50 shall not participate in, or intervene on behalf of (or in opposition to) any candidate for public office.

ARTICLE II

MEMBERSHIP

Section 2.1 **Application for Membership.** Application for voting membership shall be open to both organizational members and individual members.

Section 2.2 **Membership Boundary.** The boundary is broadly representative of all residential and business groups bound by Gratiot, Larned, Chrysler Service Drive and Dequindre Cut. This is not exclusive and may include interested parties in the general area of the defined boundaries.

Section 2.3 **Organizational Members.** Organizations seeking voting membership must support the purpose statement in Article I, Section 1.1a and must pay any annual dues fees as set by the Board of Directors.

Section 2.4 **Voting Privileges of Organizational Members.** Each organizational voting member shall be allowed to appoint one (1) Board of Director member.

Section 2.5 **Individual Members.** Individuals seeking voting membership must support the purpose statement in Article I, Section 1.1a and must pay any annual dues fees as set by the Board of Directors.

Section 2.6 **Voting Privilege of Individual Members.** Each individual voting member shall have one (1) vote at annual and general membership meetings.

Section 2.7 **Granting Membership.** Membership, either organizational or individual, shall be granted upon a majority vote of the Board of Directors. The Board of Directors shall have the right to deny or terminate the membership of any organization or individual.

Section 2.8 **Nonvoting Membership.** The Board of Directors shall have the authority to establish and define one (1) or more categories of nonvoting membership.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 **Annual Meetings.** The annual meeting of the members of LP50, to elect directors to the Board of Directors, and transact such other business as may be appropriate, shall be held in May at such place and hours as the Board of Directors shall from time to time determine.

Section 3.2 **Special Meetings.** Special meeting may be called by a simple majority of the Board of Directors.

Section 3.3 **Notice.** Notice of each meeting of the members shall be given to each voting member, by mail or email, not less than five (5) days prior to such meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 **Powers and Duties.** The Board of Directors shall have general power to control and manage the affairs and property of LP50 subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of

Incorporation and herein.

(a) The Board of Directors may:

- (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to LP50.
- (ii) Employ and discharge persons for the furtherance of the purposes of LP50.
- (iii) Exercise all other powers necessary to manage the affairs and further the purposes of LP50 in conformity with the Certificate of Incorporation and these By-Laws.

(b) The Board shall:

- (i) Direct the President and Treasurer of LP50 to present at the annual meeting of the Members a financial report, verified by the President and Treasurer or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board.
This report shall be filed with the records of LP50 and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.
- (ii) Select all officers for LP50.

Section 4.2 Number. The number of Directors constituting the entire Board after the first annual meeting of the Board of Directors shall be not less than three. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board of Directors, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. Organizational Members may appoint one director to the Board of Directors per Section 2.4 above.

Section 4.3 Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board of Directors. The Board of Directors will determine the length of the terms of the initial Directors but on longer than (3) three years. The Directors shall hold office for 3 year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of or number consecutive terms. To become a Director, a person is nominated by an Organizational Member or a vote of the Individual Members at the annual meeting. One (1) Director may be nominated by the Individual Members and one (1) additional Director may be nominated for each 100 active Individual Members.

Section 4.4 Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board

called for that purpose; provided that there is a quorum of not less than a majority present at such meeting; provided further that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 4.5 Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by LP50 or the Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 4.6 Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any Director;
- (b) the declaration by the Board of Directors of a vacancy in the office of a Director who has missed three (3) consecutive meetings of the Board of Directors or a total of five (5) during any one calendar year, unless a majority of Directors has excused such Director from attendance due to extreme circumstances;
- (c) an increase in the authorized number of Directors by resolution of the Board; or
- (d) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 4.7 Meetings. Meetings of the Board may be held at any place within or without the State of Michigan as the Board may from time to time fix. Regular meetings of the Board shall be held no less than 4 times during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President or any Director upon written demand of not less than three members of the Board of Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 4.8 Notice of Meetings. Regular meetings may be held without notice of the time and place if the Board fixes such meetings. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board (which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken) shall be mailed or emailed to each Director,

addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least three (3) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by fax or given personally or by telephone, or by email, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 4.9 Quorum and Voting. Unless a greater proportion is required by law, in the case of a board of fifteen members or less, the quorum shall be at least one-third of the entire number of members; and in the case of a board of more than fifteen members, the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. Except as otherwise provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 4.10 Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.11 Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Article XII below, this shall not in any way limit reimbursement of or payment for services provided to LP50 by the Director in any capacity separate from his or her responsibilities as a Director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to LP50 by any organization in which a Director is affiliated.

ARTICLE V

OFFICERS, EMPLOYEES AND AGENTS

Section 5.1 Number and Qualifications. The Officers of LP50 shall be a President, Vice-President, Secretary, Treasurer and such other Officers, if any, as the Board of Directors may from time to time appoint. One person may hold more than one office in LP50 except that no one person may hold the offices of President and any other office. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 5.2 Election and Term of Office. The Officers of LP50 shall be elected for a one year term at the annual meeting of the Board of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 5.3 Employees and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 5.4 Removal. Any Officer, employee or agent of LP50 may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5.5 Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 5.6 President: Powers and Duties. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall have general supervision of the affairs of LP50 and shall keep the Board of Directors fully informed about the activities of LP50. He or she has the power to sign and execute alone in the name of LP50 all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5.7 Vice-President: Powers and Duties. A Vice-President shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the President, the Vice-President, in the order designated by the Board of Directors, shall perform the duties of the President.

Section 5.8 Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of LP50 and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of

Directors.

Section 5.9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of LP50, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of LP50 in the name and to the credit of LP50 in such banks or depositories as the Board of Directors may designate. At the annual meeting, he or she shall render a report of LP50's accounts showing in appropriate detail: (a) the assets and liabilities of LP50 as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of LP50, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of LP50, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board. The Treasurer shall, at all reasonable times, exhibit LP50's books and accounts to any Officer or Director of LP50, whenever required by the Board, render a statement of LP50's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 5.10 Compensation. Any Officer, employee or agent of LP50 is authorized to receive a reasonable salary or other reasonable compensation for services rendered to LP50 when authorized by a majority of the Board of Directors, and only when so authorized.

Section 5.11 Sureties and Bonds. In case the Board shall so require, any Officer or agent of LP50 shall execute for LP50 a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to LP50 and including responsibility for negligence and for the accounting for all property or funds of LP50 that may come into his or her hands.

ARTICLE VI COMMITTEES

There may be standing committees of the Board, as follows:

- (a.) Executive Committee. An Executive Committee which shall consist of the Officers of LP50 and such other Directors whom shall be appointed by the Board. The Executive Committee shall have all the authority of the Board except as to the following matters:
- (i) the filling of vacancies on the Board or on any committee;
 - (ii) the amendment or repeal of the By-Laws or the adoption of new By-Laws;
 - (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or

repealable; and

- (iv) the fixing of compensation of the Directors for serving on the Board or any committee.
- (b) Finance Committee. A Finance Committee which shall consist of at least three (3) Directors, one of whom shall be the Treasurer who shall serve as chairperson of such committee. The other members of the Finance Committee shall be appointed by the President of the Board, subject to the approval of the Board. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of LP50.
- (c) Other Committees. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint other standing committees consisting of at least three Directors with such powers and duties as the Board may prescribe. Special committees and/or advisory boards may be appointed by the President of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Any standing committee and any special committee or advisory board may include members who are not on the Board of Directors.

ARTICLE VII BOARD OF ADVISORS

Section 7.1 Powers. The Board may appoint from time to time any number of persons as advisors of LP50 to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 7.2 No Compensation. No advisor to LP50 shall receive, directly or indirectly, any salary or compensation for any service rendered to LP50, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of LP50.

ARTICLE VIII CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 8.1 Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of LP50 and shall determine who shall be authorized on LP50's behalf to checks, drafts or other orders from the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 8.2 Investments. The funds of LP50 may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real,

personal or otherwise, including stocks, bonds or other securities, as the Board or Directors may deem desirable.

ARTICLE IX
OFFICE AND BOOKS

Section 9.1 Office. The office of LP50 shall be located at such place as the Board of Directors may from time to time determine.

Section 9.2 Books. There shall be kept at the office of LP50 correct books of account of the activities and transactions of LP50 including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors.

ARTICLE X
FISCAL YEAR

The fiscal year of LP50 shall be determined by the Board of Directors.

ARTICLE XI
CONFLICTS OF INTEREST, CONTRACTS
AND SERVICES OF DIRECTORS AND OFFICERS

Section 11.1 Disclosure. (a) Immediately upon election or appointment to the Board, all Directors shall disclose any relevant interest which may pose conflict of interest questions. Disclosure shall include any interest, financial or otherwise, in any corporation, organization, or partnership which provides professional or other services to LP50. Disclosure statements shall be available to any Director of LP50 on request.

(b) When any matter comes before the Board or any committee of the Board in which a Director has an interest, that interest shall be immediately disclosed to the Board or Committee.

Section 11.2 Definition of "Interest". Whether a Director has an interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or committee. An "interest" is not intended to include positions on legislative matters of general impact.

Section 11.3 Voting. No Director shall vote on any matter in which he or she has an interest.

Section 11.4 Non-Participation. The Board may, by majority vote, ask any Director who has an interest in a matter not to participate, or to leave the room in which discussion is carried on; provided, however, that the interested Director may participate in any discussion regarding his or her exclusion.

Section 11.5 Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest.

Section 11.6 Contract Review Committee. If a contract is proposed in which a Director or an organization which employs a Director is a potential contractor, regardless of amount (an "Interested Party Contract"), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the Chairperson execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Directors as needed and shall consist of five (5) Directors disinterested in the Interested Party Contract. Either an ad hoc Contract Review Committee or the Board may review an Interested Party Contract; however, if a Contract Review Committee reviews an Interested Party Contract and recommends that the Chairperson not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the Chairperson execute or not execute the Interested Party Contract.

ARTICLE XII
NON-DISCRIMINATION

In all of its dealings, neither LP50 nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XIII
LIMITATION OF LIABILITY, ASSUMPTION OF LIABILITY, INDEMNIFICATION
AND INSURANCE

Section 13.1 Indemnification: Third Party Actions. The Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of the fact that the person is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members, and with respect to a criminal action or proceeding, if that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment,

order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 13.2 Indemnification: Actions in the Right of the Corporation. The Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of this Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 13.3 Indemnification: Mandatory and Permissive Payments.

(a) To the extent that a Director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 13.1 or Section 13.2 of this Article, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

(b) An indemnification under Section 13.1 or Section 13.2 of this Article, unless ordered by a court, shall be made by this Corporation only as authorized in a specific case upon a determination that indemnification of the Director, officer, employee, volunteer or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 13.1 or Section 13.2. That determination shall be made in any of the following ways:

(1) By majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.

(2) If that quorum is not obtainable, then by a majority vote of a Committee of Directors who were not parties to the actions suit, or proceeding.

The Committee shall consist of not less than two (2) disinterested Directors.

(3) By independent legal counsel in a written opinion.

(c) If a person is entitled to indemnification under Section 13.1 or Section 13.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may 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.

Section 13.4 Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 13.1 or Section 13.2 of this Article may be paid by this Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, volunteer or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 13.5 Indemnification: Continuation of Right. The indemnification provided in Sections 13.1 through 13.4 of this Article shall continue as to a person who has ceased to be a Director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former Director, officer, employee or agent who would have been entitled to indemnification.

Section 13.6 Indemnification: Hereunder Not Exclusive. The indemnification or advancement of expenses provided in Sections 13.1 through 13.4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. 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.

Section 13.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Sections 13.1 through 13.6 of this Article.

Section 13.8 Mergers. For purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee,

volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE XIV
AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board of Directors at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article III, Section 3.2 of these Bylaws.

ARTICLE XV
CERTIFICATE

The undersigned, as the incorporators of LP50, certify that these Bylaws were adopted by the incorporators of Lafayette Park 50 Nonprofit, a Michigan non-profit corporation, at an initial meeting on June 25, 2008, on behalf of that Corporation.

_____	_____
_____	_____
_____	_____
_____	_____