

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

for

KEWEENAW LAND ASSOCIATION, LIMITED

ID Number: 800187717

received by electronic transmission on May 10, 2019 ***, is hereby endorsed.***

Filed on May 13, 2019 ***, by the Administrator.***

The 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 13th day of May, 2019.

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau



Form Revision Date 07/2016

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by DOMESTIC PROFIT CORPORATION

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

| | |
|--|---|
| The identification number assigned by the Bureau is: | <input type="text" value="800187717"/> |
| The name of the corporation is: | <input type="text" value="KEWEENAW LAND ASSOCIATION, LIMITED"/> |

The Articles of Incorporation is hereby amended to read as follows:

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

ARTICLE IX IS AMENDED TO READ AS FOLLOWS:

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY OR UNDER THE DIRECTION OF A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN THREE OR MORE THAN NINE DIRECTORS, THE EXACT NUMBER OF DIRECTORS TO BE DETERMINED FROM TIME TO TIME SOLELY BY A RESOLUTION ADOPTED BY AN AFFIRMATIVE VOTE OF A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS.

A DIRECTOR SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND UNTIL HIS OR HER SUCCESSOR SHALL BE ELECTED AND SHALL QUALIFY, SUBJECT, HOWEVER, TO PRIOR DEATH, RESIGNATION, OR REMOVAL FROM OFFICE. NEWLY CREATED DIRECTORSHIPS RESULTING FROM AN INCREASE IN THE NUMBER OF DIRECTORS AND ANY VACANCY ON THE BOARD OF DIRECTORS SHALL BE FILLED BY AN AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS THEN IN OFFICE. A DIRECTOR ELECTED BY THE BOARD OF DIRECTORS TO FILL A VACANCY SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND UNTIL HIS OR HER SUCCESSOR SHALL BE ELECTED AND SHALL QUALIFY.

A DIRECTOR OR THE ENTIRE BOARD OF DIRECTORS MAY BE REMOVED ONLY FOR CAUSE.

WHENEVER THE HOLDERS OF ANY ONE OR MORE CLASSES OF PREFERRED STOCK OR SERIES THEREOF ISSUED BY THE CORPORATION SHALL HAVE THE RIGHT, VOTING SEPARATELY BY CLASS OR SERIES, TO ELECT DIRECTORS AT AN ANNUAL OR SPECIAL MEETING OF SHAREHOLDERS, THE ELECTION, TERM OF OFFICE, FILLING OF VACANCIES AND OTHER FEATURES OF SUCH DIRECTORSHIP SHALL BE GOVERNED BY THE TERMS OF THESE ARTICLES OF INCORPORATION APPLICABLE THERETO.

THIS ARTICLE IX MAY ONLY BE AMENDED BY THE AFFIRMATIVE VOTE OF EIGHTY PERCENT (80%) OF THE OUTSTANDING SHARES OF STOCK OF THE CORPORATION, IN ADDITION TO THE VOTE OTHERWISE REQUIRED BY THE MICHIGAN BUSINESS CORPORATION ACT, UNLESS THE PROPOSED AMENDMENT HAS BEEN FIRST APPROVED BY THE VOTE OF AT LEAST SEVENTY-FIVE PERCENT (75%) OF THE BOARD OF DIRECTORS THEN IN OFFICE, IN WHICH EVENT THE AFFIRMATIVE VOTE OF A MAJORITY OF THE OUTSTANDING SHARES OF STOCK SHALL BE REQUIRED.

2. The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on: 05/06/2019 by the

shareholders at a meeting in accordance with Section 611(3) of the Act.

This document must be signed by an authorized officer or agent:

Signed this 10th Day of May, 2019 by:

| Signature | Title | Title if "Other" was selected |
|-----------------|-----------|-------------------------------|
| Mark A. Sherman | President | |

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

jm Decline jm Accept