MEMORANDUM

To: Board of Directors of Dwelling Place of Grand Rapids Nonprofit Housing Corporation
From: Timothy Orlebeke/Orlebeke Mackraz PC
RE: Annual Meetings and Ratifications
Date: July 28, 2021

BACKGROUND:

Dwelling Place and Heartside have created corporate and limited liability company subsidiaries to manage their developments. The developments are usually owned by limited partnerships or limited liability companies, but are controlled and managed by subsidiary entities, which are either nonprofit housing corporations or limited liability companies. Dwelling Place has also created subsidiaries to act as successor limited partners upon an equity investor’s exit and in one instance – Elmdale Apartments Nonprofit Housing Corporation – to own property.

Michigan corporate law requires an annual meeting of shareholders or members (or a consent resolution adopted in place of the meeting) to elect directors and to conduct other business properly before the member(s) or shareholder(s). The Michigan Limited Liability Company Act lacks an explicit annual meeting requirement. Dwelling Place as the sole member of its subsidiary LLCs has requested that Dwelling Place appoint, and that each subsidiary be governed by, a Board of Managers and that the Board of Managers consist of the same members and officers as the Board of Directors of each corporate subsidiary. Upon close review of the Operating Agreements of the subsidiary LLCs, some variation in the number of members on the various Boards of Managers was noted, and language has been included in the attached Dwelling Place Resolutions to make the Operating Agreements consistent.

RESOLUTIONS:

The following four sets of Resolutions are attached.

1. Resolutions of the Board of Directors of **Dwelling Place of Grand Rapids Nonprofit Housing Corporation** to: 1) appoint Boards of Directors or Boards of Managers, as the case may be, for its subsidiary entities; 2) ratify actions taken by those Boards during the previous year; and 3) if needed, authorize amendment of the Operating Agreements for the subsidiary LLCs to provide for Boards of Managers consisting of at least three and not more than five members.

2. Resolutions of the Board of Directors of **Heartside Non-profit Housing Corporation** to: 1) appoint Boards of Directors for its subsidiary entities; and 2) ratify actions taken by those Boards during the previous year.

3. Template for Consent Resolutions of the Boards of Directors of each Dwelling Place and Heartside subsidiary corporation to: 1) elect officers of the Board; and 2) ratify actions taken by the Board during the previous year.

4. Template for Consent Resolutions of the Boards of Managers of each Dwelling Place subsidiary limited liability company to: 1) elect officers of the Board; and 2) ratify actions taken by the Board during the previous year.
RESOLUTIONS OF DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards and Ratification)

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of DWELLING PLACE OF GRAND RAPIDS NONPROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on August 4, 2021, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole shareholder of the following entities, each of which is a general partner in a Corporation-sponsored development, and which are collectively called the DP Corporate Subsidiary Entities:

- DP Joint Ventures Nonprofit Housing Corporation
- Dwelling Place Rural Nonprofit Housing Corporation
- Hall Street Nonprofit Housing Corporation
- HPFH Nonprofit Housing Corporation
- LCH36 Nonprofit Housing Corporation
- Roosevelt Nonprofit Housing Corporation
- Liberty Nonprofit Housing Corporation
- Pine Avenue Nonprofit Housing Corporation; and

WHEREAS, the Corporation is the sole shareholder of Elmdale Apartments Nonprofit Housing Corporation, which is the owner of Elmdale Apartments (Elmdale Apartments Nonprofit Housing Corporation shall also be known as one of the DP Corporate Subsidiary Entities); and

WHEREAS, the Corporation is the sole shareholder of Sheldon-Weston, Inc., which is a general partner of Grand Pointe II Limited Partnership, which is the owner of Globe Apartments (Sheldon-Weston, Inc. shall also be known as one of the DP Corporate Subsidiary Entities); and

WHEREAS, the Corporation is the sole member of the following entities, each of which is either a manager, member, or general partner of a Corporation-sponsored development, and which are collectively called the DP LLC Subsidiary Entities:
• New Ferguson LLC
• DP GP LLC
• DP Grandville LLC
• DP Franklin LLC
• Dwelling Place JV LLC;

WHEREAS, the Corporation, as the sole member of the DP LLC Subsidiary Entities, wishes to authorize the amendment, as may be needed, of the Operating Agreement of each of the DP LLC Subsidiary Entities to provide for a Board of Managers consisting of at least three and no more than five members; and

WHEREAS, the Corporation wishes to appoint Boards of Directors of the DP Corporate Subsidiary Entities and Boards of Managers of the DP LLC Subsidiary Entities.

NOW, THEREFORE, the following Resolutions were duly, made, seconded and adopted:

IT IS RESOLVED that the Corporation, as the sole shareholder, appoints the following as directors of each DP Corporate Subsidiary Entity, effective as of August 2, 2021:

Jeremy DeRoo
Juan Daniel Castro
Renee Williams

Lee Nelson Weber
Sadie Erickson

IT IS FURTHER RESOLVED that the Operating Agreement of each of the DP LLC Subsidiary Entities are hereby amended to provide for a Board of Managers consisting of at least three and not more than five members.

IT IS FURTHER RESOLVED that the Corporation, as the sole member, appoints the following as the Board of Managers of each of the DP LLC Subsidiary Entities, effective as of August 2, 2021:

Jeremy DeRoo
Juan Daniel Castro
Renee Williams

Lee Nelson Weber
Sadie Erickson

IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors and the Boards of Managers taken on behalf of the respective DP Corporate Subsidiary Entities and the DP LLC Subsidiary Entities in the previous year.

IT IS FURTHER RESOLVED that the Corporation hereby waives any annual meeting notice otherwise required.

Dated: August 4, 2021

_____________________________
Lee Nelson Weber
Secretary
Dwelling Place of Grand Rapids
Nonprofit Housing Corporation
RESOLUTIONS OF
HEARTSIDE NON-PROFIT HOUSING CORPORATION
(Appointing Subsidiary Boards and Ratification)

I HEREBY CERTIFY that I am the duly elected Secretary and keeper of the records of HEARTSIDE NON-PROFIT HOUSING CORPORATION, a Michigan nonprofit corporation (“Corporation”), that the following is a true and correct copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation on August 4, 2021, a quorum of the Directors being present and sufficient for the transaction of business; further, that such meeting was called in compliance with all applicable laws and the Bylaw requirements of the Corporation; that such Resolutions do not conflict with any Bylaw of the Corporation nor have such Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date, and have been approved, consented to and ratified by all Directors of the Corporation, and have been entered upon the regular Minute Book of the Corporation as of the date of adoption, and that the Board of Directors of the Corporation has, and at the time of adoption of such Resolutions, had, full power and lawful authority to adopt such Resolutions and to confer the powers granted in such Resolutions to the Officer(s) named in such Resolutions who have full power and lawful authority to exercise those powers:

WHEREAS, the Corporation is the sole shareholder of the following entities, each of which is a general partner in a Corporation-sponsored development, and which are collectively called the Heartside Subsidiary Entities:

- Bridge Street Nonprofit Housing Corporation
- Ferguson-Heartside Nonprofit Housing Corporation
- Goodrich Nonprofit Housing Corporation
- Grandville-Heartside Nonprofit Housing Corporation
- Herkimer Apartments Nonprofit Housing Corporation
- KBC Nonprofit Housing Corporation
- Kelsey Nonprofit Housing Corporation
- New Hope Homes Nonprofit Housing Corporation; and

WHEREAS, the Corporation wishes to appoint Boards of Directors of the Heartside Subsidiary Entities.

NOW, THEREFORE, the following Resolutions were duly made, seconded and adopted:

IT IS RESOLVED that the Corporation as the sole shareholder appoints the following as directors of each Heartside Subsidiary Entity, effective as of August 2, 2021:
IT IS FURTHER RESOLVED that the Corporation ratifies the actions of the Boards of Directors taken on behalf of each Heartside Subsidiary Entity in the previous year.

IT IS FURTHER RESOLVED that the Corporation hereby waives any annual meeting notice otherwise required.

Dated: August 4, 2021

_____________________________
Lee Nelson Weber
Secretary
Heartside Non-Profit Housing Corporation
The undersigned, being all the Directors of _____________________________________________. a Michigan nonprofit corporation ("Corporation"), in lieu of an annual meeting, hereby consent to the following actions in writing and without a meeting pursuant to MCL 450.2407.

The following resolutions with respect to the Officers of the Corporation are hereby adopted:

RESOLVED, that the following are appointed as Officers of the Corporation, effective August 2, 2021, to serve from that date until the next annual meeting of Directors, or until their successors are elected and qualified, or until their earlier death, resignation, or removal:

- Jeremy DeRoo President
- Juan Daniel Castro Vice President
- Renee Williams Vice President
- Sadie Erickson Treasurer
- Lee Nelson Weber Secretary

FURTHER RESOLVED, that all actions taken since the last annual meeting of the Directors by any Officer of the Corporation while acting in his or her capacity as such Officer are ratified, adopted, and affirmed.

The Directors intend that upon proper execution of this instrument the authorized actions shall be valid for all purposes to the same extent as if authorized at a duly noticed and held meeting of the Directors.

The undersigned Directors have executed this writing effective on the date set forth above.

__________________________________________  __________________________________________
Jeremy DeRoo                                      Sadie Erickson

__________________________________________  __________________________________________
Juan Daniel Castro                                Lee Nelson Weber

__________________________________________
Renee Williams
ACTION BY WRITTEN CONSENT OF THE MANAGERS
OF
__________________________________________________________

August 4, 2021

The undersigned, being all the Managers of ________________________________, a Michigan limited liability company (“Company”), in lieu of an annual meeting, hereby consent to the following actions in writing and without a meeting.

The following resolutions with respect to the Officers of the Company are hereby adopted:

RESOLVED, that the following are appointed as Officers of the Company, effective as of August 2, 2021, to serve from that date until the next annual meeting of Managers, or until their successors are elected and qualified, or until their earlier death, resignation, or removal:

- Jeremy DeRoo President
- Juan Daniel Castro Vice President
- Renee Williams Vice President
- Sadie Erickson Treasurer
- Lee Nelson Weber Secretary

FURTHER RESOLVED, that all actions taken since the last annual meeting of the Managers by any Officer of the Company while acting in his or her capacity as such Officer are ratified, adopted, and affirmed.

The Managers intend that upon proper execution of this instrument the authorized actions shall be valid for all purposes to the same extent as if authorized at a duly noticed and held meeting of the Managers.

The undersigned Managers have executed this writing effective on the date set forth above.

__________________________________________________________
Jeremy DeRoo                                          Sadie Erickson

__________________________________________________________
Juan Daniel Castro                                    Lee Nelson Weber

__________________________________________________________
Renee Williams