

AMENDED BYLAWS
of
MICHIGAN MAGNET FUND I
a Michigan Nonprofit Corporation

ARTICLE I
OFFICES AND OPERATIONS

Section 1.1. Principal Office. The principal office of the Corporation shall be located at such place in the State of Michigan as the Board of Directors may designate. The Corporation may have other offices at such other places, either in or outside the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require.

Section 1.2. Registered Office. The registered office of the Corporation is required by the Michigan Nonprofit Corporation Act (the "Nonprofit Corporation Act") to be located in the State of Michigan may be, but need not be, identical with the principal office of the Corporation and the address of the registered office may be changed by the Board of Directors.

Section 1.3. Operations. All or substantially all of the Corporation's operations and employees shall be located in the State of Michigan.

ARTICLE II
PURPOSES

Section 2.1. Purposes.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable and educational activities as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws) (the "Code") not inconsistent with the Articles of Incorporation, as amended or restated, the Nonprofit Corporation Act or other applicable law. The specific purposes ("Specific Purposes") for which the Corporation is organized include:

A. To promote economic development and creation of wealth and job opportunities in low-income communities within the State of Michigan and among low-income persons residing in such low-income communities consistent with requirements as set forth in the New Markets Tax Credit Program created by the Community Renewal Tax Relief Act of 2000, as amended (the "CRTRA").

B. To promote and facilitate investment of private and public capital in the form of equity or loans and provide operational assistance (either directly or through third parties) to individuals, small businesses and organizations located in low-income communities within the State of Michigan, including but not limited to commercial real estate projects, retail and wholesale businesses, service providers and business incubators all in accordance with requirements of the CRTRA.

C. To maintain accountability to residents of low-income communities within the State of Michigan through representatives on a Board of Directors or an advisory board which represents low-income communities in accordance with the requirements of the CRTRA.

D. To increase public awareness and policy debate to facilitate self-determination and empowerment of residents of low-income communities within the State of Michigan;

E. To serve as a model in the United States and internationally for the private and public sectors as a means to promote resource distribution and focus policies for more equitable social and economic justice.

In furtherance of the above, the Corporation shall have the power to (i) solicit and accept donations of funds or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes and to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing Specific Purposes..

ARTICLE III **FISCAL YEAR AND SEAL**

Section 3.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December each year, or such other fiscal year as may be determined by the Board of Directors.

Section 3.2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal", State of Michigan. The seal may be used by causing it or a facsimile thereof to be affixed, impressed or reproduced.

ARTICLE IV
MEETINGS

Section 4.1. Place of Meetings. All meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, within or without the State of Michigan, as may be determined by the Board of Directors.

Section 4.2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time on such day within such month as shall be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 4.3. Delayed Annual Meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Board of Directors, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

Section 4.4. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes, may be called by the Chairperson of the Board of Directors (if the office is filled) or the President or by the Board of Directors.

Section 4.5. Notice of Meeting. Notice of the time, place, and purposes of a meeting of Board of Directors shall be given not less than ten (10) calendar days nor more than sixty (60) calendar days before the date of the meeting, to each member of the Board of Directors of record entitled to vote at the meeting.

Section 4.6. Action Without a Meeting. Any action required or permitted by the Nonprofit Corporation Act to be taken at an annual or special meeting of Board of Directors may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the Directors having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Directors entitled to vote on the action were present and voted. The written consents shall bear the date and signature of each Board of Directors who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within sixty (60) calendar days after the record date of determining Directors entitled to express consent to or dissent from a proposal without a meeting, written consents signed by a sufficient number of Directors to take the action are delivered to the Corporation. Delivery shall be to the Corporation's registered office, its principal office or the Secretary of the Corporation. Delivery made to the Corporation's registered office shall be by certified or registered mail return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Directors who have not consented in writing.

Section 4.7. Quorum. A majority of the Directors of the Corporation entitled to vote, present in person, shall constitute a quorum at a meeting of Directors. If such quorum shall not be present, the Directors entitled to vote at such meeting, present in person, may adjourn the meeting without further notice. Even if a quorum shall be present, the Directors entitled to vote thereat who are present in person may adjourn the meeting without further notice. At such adjourned meeting at which a quorum shall be present in person, any business may be transacted which might have been transacted at the meeting as originally noticed. The Directors present in person at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 4.8. Conduct of Meetings. The Chairperson of the Board of Directors (if the office is filled) shall act as Chairperson of and preside at all meetings of Directors. In the event of his or her absence or disability, the Directors shall elect one of their own Directors to act as Chairperson of the meeting. The Secretary of the Corporation shall act as secretary of each meeting of the Board of Directors, but in his or her absence, the Chairperson shall appoint some person to act as secretary of the meeting and to keep a record of the proceedings thereof for entry in the minute book of the Corporation. Should any questions arise regarding the procedure at any meeting, it shall be resolved by reference to "Roberts' Rules of Order Revised."

Section 4.9. Participation in Meetings by Telecommunications. A Director may participate in a meeting of the Board of Director by a conference telephone or by other similar communications equipment, through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section 4.9 constitutes presence in person at the meeting.

Section 4.10. Voting. Each Director is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. An action, other than the election of Directors, shall be authorized by a majority of the Directors present at a meeting at which a quorum is present. If the action is election of Directors, the Director(s) receiving the most votes for the open Directorship(s) shall be elected.

Section 4.11. Dissent. A Director who is present at a meeting of the Board of Directors, or a Committee of Directors, of which he or she is a member, at which action on a corporate matter is taken is presumed to have concurred in that action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment thereof. The right to dissent shall not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board of Directors, or a Committee of Directors, of which he or she is a member, at which any such action is taken is presumed to have concurred in the

action unless he or she files a dissent with the Secretary of the Corporation within fourteen (14) calendar days after he or she has knowledge of the action.

Section 4.12. Proxies. A Director shall have the right to name by written proxy, executed by such Director, any natural to serve as its duly authorized representative at a meeting of the Board of Directors. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Participation in a meeting pursuant to this Section 4.12 constitutes presence in person at the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. General Powers, No Interest in Property. The business and affairs of the Corporation shall be managed by and under the strategic direction of a Board of Directors who shall have all rights, powers, duties and responsibilities necessary or appropriate for an organization described in Section 501(c)(3) of the Code consistent with these Amended Bylaws and applicable law. No Director shall have any right, title, or interest in or to any property of the Corporation.

Section 5.2. Number. The number of Directors of the Corporation shall be between seven (7) and seventeen (17) natural persons.

Section 5.3. Qualifications. A Director must be a resident of the State of Michigan at all times during his or her service on the Board of Directors. A majority of the Directors must be approved by the Michigan State Housing Development Authority (MSHDA). One (1) Director must be approved by the Michigan Economic Development Corporation (MEDC). Either MEDC or MSHDA may withdraw their approval of a Director at any time with or without cause and without prior notice. At least twenty (20%) percent of the total number of Directors shall represent low-income communities in accordance with the requirements of the CRTRA. A Director for whom approval is withdrawn by MEDC or MSHDA or who fails to meet the other qualification requirements as set forth in this Section 5.3 shall resign with immediate effect pursuant to Section 5.6 hereof.

Section 5.4. Tenure. The first Board of Directors shall be elected by the Incorporator of the Corporation and shall hold office until the first annual meeting of the Board of Directors. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Directors shall elect Directors to hold office until the succeeding annual meeting. A Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified pursuant to Section 5.3 or until his or her resignation or removal. Subject to Section 5.3 hereof, all Directors shall be eligible to be re-elected to successive terms of office without limitation.

Section 5.5. Vacancies. If a vacancy, including a vacancy resulting from an increase in the number of Directors, occurs on the Board of Directors, the vacancy may be filled by the Board of Directors. If the Directors remaining in Office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A Directorship to be filled because of an increase in the number of Directors or to fill a vacancy may be filled by the Board of Directors for a term of office continuing only until the next election of Directors.

Section 5.6. Resignation. A Director may resign by notice to the Corporation. The resignation is effective upon its receipt by the Corporation or a later time as set forth in the notice of resignation.

Section 5.7. Removal. The Directors may remove one (1) or more Directors, with or without cause by the Directors in accordance with Sections 4.6 or 4.10 hereof.

ARTICLE VI

COMMITTEES AND ADVISORY BOARD

Section 6.1. Committees. The Board of Directors may designate one (1) or more Committees, which may include an Executive Committee and a Finance Committee. A Committee shall consist of one (1) or more Directors of the Corporation. The Board of Directors may designate one (1) or more Directors as alternate members of a Committee, who may replace an absent or disqualified member at a meeting of the Committee provided, however, that in the absence or disqualification of a member of a Committee, the member thereof present at a meeting of the Committee and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such an absent or disqualified member. A Committee of Directors, and each member thereof, shall serve at the pleasure of the Board of Directors.

Section 6.2. Authority. A Committee may exercise such powers and authority as set forth by the Board of Directors, provided however, that a Committee does not have the power or authority to do any of the following:

- (a) Amend or Restate the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets.
- (d) Approve a dissolution of the Corporation or a revocation of a dissolution.

- (e) Further amend the Amended Bylaws.
- (f) Fill vacancies on the Board of Directors.
- (g) Fix compensation, if any, of the Directors for serving on the Board or on a Committee.

Section 6.3. Advisory Board. An advisory board of such natural persons not having and exercising the authority of the Board of Directors may be constituted by a resolution adopted by the Board of Directors. A least twenty percent (20%) of total number of natural persons on the advisory board shall represent low-income communities in accordance with the CRTRA.

ARTICLE VII

NOTICES

Section 7.1. How Given. When a notice or communication is required or permitted by the Nonprofit Corporation Act to be given it shall be in writing and given personally or mailed, except as otherwise provided by Nonprofit Corporation Act, to the person to whom it is directed at the address designated by him or her for that purpose, or if none is designated, at his or her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be certified or registered mail return receipt requested, or other first class mail except where otherwise provided in the Nonprofit Corporation Act.

Section 7.2. Waiver. When, under the Nonprofit Corporation Act, the Articles of Incorporation, as amended or restated or of these Amended Bylaws, or by the terms of an agreement or instrument, the Corporation, or the Board of Directors or any Committee of Directors, may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed, the person entitled to notice or to participate in the action to be taken or, in the case of a Director, its attorney-in-fact, submits a signed waiver of the requirements.

A Director's attendance at a meeting will result in both of the following:

- (a) Waiver of objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
- (b) Waiver of objection to consideration of a particular matter at the meeting that is not within the purpose of purposes described in the meeting notice, unless the Director objects to considering the matter when it is presented.

A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE VIII **OFFICERS**

Section 8.1. Number. The Officers of the Corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other Officers, including one or more Vice-Presidents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 8.2. Tenure. The first Officers of the Corporation shall be elected by the Board of Directors at the organizational meeting of the Corporation and shall hold office until the first annual meeting of the Board of Directors. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Board of Directors shall elect Officers to hold office until the succeeding annual meeting. If election of Officers shall not be held on the day designated herein for any annual meeting of the Directors, the Board of Directors shall cause the election to be held as soon thereafter as conveniently may be. An Officer shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal.

Section 8.3. Qualifications. No Officer, except the Chairperson of the Board (if the office is filled) need be a Director.

Section 8.4. Removal. An Officer, elected or appointed by the Board of Directors may be removed by the Board with or without cause. The removal of an Officer shall be without prejudice to his or her contract rights, if any. The election or appointment of an Officer does not of itself create contract rights.

Section 8.5. Resignation. An Officer may resign by notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section 8.6. Vacancies. A vacancy in any Office may be filled by the Board of Directors for the unexpired portion of the term.

Section 8.7. Compensation. The compensation of all Officers of the Corporation shall be fixed by the Board of Directors and no Officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director of the Corporation.

Section 8.8. Chairperson. The Chairperson of the Board (if the office is filled) shall be subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation and shall have the general duties incident to the office of the Chairperson of the Board and such other duties as may otherwise be prescribed by the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) preside at all meetings of the Board of Directors; and
- (b) sign, execute, acknowledge, or verify instruments of any nature which the Board of Directors has authorized to be signed, executed, acknowledged or verified except in cases where expressly delegated by the Board of Directors or by these Amended Bylaws to some other Officer or agent of the Corporation, or shall be required by the Nonprofit Corporation Act or other applicable law to be otherwise signed, executed, acknowledged or verified.

Section 8.10. President. The President shall have the general powers of supervision and management of the business and affairs of the Corporation usually vested in the chief executive officer of a corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may delegate to the other officers such authority and duties at such time and in such manner as he or she deems advisable. If the office of the Chairperson is not filled, the President shall perform the duties and execute the authority of the Chairperson of the Board.

Section 8.11 – Vice President:

In the absence or disability of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, in the order of their election) shall perform the duties of the President.

Section 8.12. Secretary. The Secretary shall have the general duties incident to the office of Secretary and such other duties as may be prescribed by the Chairperson of the Board (if the office is filled), President or the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) keep the minutes of the proceedings of the Board of Directors meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Amended Bylaws or as required by the Nonprofit Corporation Act;
- (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and

- (d) keep a register of the post office address and electronic mail address of each Director which shall be furnished to the Secretary by such Director.

Section 8.13. Treasurer. The Treasurer shall have the general duties incident to the office of Treasurer and such other duties as may be prescribed by the Chairperson of the Board of Directors (if office is filled), President, or the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation; and
- (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies to the credit of the Corporation in such duly authorized depositories.

ARTICLE IX INDEMNIFICATION

Section 9.1. Indemnification, Non-Derivative 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 the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee 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, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her 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, does not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2. Indemnification, Derivative 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 or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee 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, partnership, joint

venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation except to the extent authorized in Section 9.6 hereof.

Section 9.3. Expenses, Successful Defense. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 9.1 or 9.2 hereof, or in defense of a claim, issue, or matter in the action, suit or proceeding, he or she shall be indemnified against actual and reasonable expenses, including attorneys fees incurred by him or her in connection with the action, suit or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section.

Section 9.4. Determination that Indemnification is Proper. An indemnification under Sections 9.1 or 9.2 hereof, unless ordered by the court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If a quorum cannot be obtained under subdivision (a) of this Section, then by majority vote of a Committee duly designated by the Board of Directors and consisting solely of two (2) or more Directors not at the time parties, or threatened to be made parties to the action, suit, or proceeding. All Directors may participate in the designation of a Committee.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one (1) of the following ways:
 - (i) Selected by the Board of Directors or its Committee in the manner prescribed under subdivision (a) or (b) of this Section.
 - (ii) If a quorum of the Board of Directors cannot be obtained under subdivision (a) of this Section, and a Committee cannot be designated under subdivision (b) of this Section, by the Board of Directors. All Directors may participate in the selection of independent legal counsel.

If a person is entitled to indemnification under Sections 9.1 or 9.2 hereof for a portion of expenses, including reasonable attorneys fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, 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 9.5. Expenses. The Corporation may pay or reimburse the reasonable expenses incurred by a Director, Officer, employee, or agent who is a party or threatened to be made a party to an action, suit or proceeding in advance of final disposition of the proceeding if all of the following apply:

- (a) The person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof.
- (b) The person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct.
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the Nonprofit Corporation Act.

The undertaking required under subdivision (b) of this Section 9.5 must be an unlimited general obligation of the person but need not be secured. Determinations of payments under this Section 9.5 shall be made in the manner specified in Section 9.4 hereof.

Section 9.6. Application, Order, Limitation. A Director, Officer, employee, or agent of the Corporation who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof or was adjudged liable as described in Section 9.2 hereof, but if he or she was adjudged liable, his or her indemnification is limited to reasonable expenses incurred.

Section 9.7. Other Rights of Directors and Officers. The indemnification or advancement of expenses provided under Sections 9.1 through 9.6 hereof is not exclusive of other rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, as amended or restated, these Amended Bylaws or a contractual agreement. 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 payment of expenses.

Section 9.8. Former Directors and Officers. The indemnification provided for in Sections 9.1 through 9.6 hereof continues as to a person who ceases to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 9.9. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee 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 corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against liability under Sections 9.1 through 9.6 hereof.

Section 9.10. Changes in Law. In the event of any change to the Nonprofit Corporation Act relating to the subject matter of Article IX of these Amended Bylaws, the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions. The Board of Directors is authorized to amend this Bylaw to conform to any such changed statutory provisions.

ARTICLE X **DISTRIBUTIONS**

Section 10.1. Distributions. A payment or distribution of any part of the assets, or income of the Corporation shall be in conformity with the purposes of the Corporation as set forth in Section 2.1 and the Nonprofit Corporation Act.

ARTICLE XI **DEPOSITS AND CHECKS**

Section 11.1. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select. Endorsements for deposit of commercial paper may be made without countersignature by the President, the Treasurer or by any other Officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power or by hand stamped impression in the name of the Corporation.

Section 11.2. Checks. All checks, drafts or other orders for payment of funds, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation in such manner as shall be determined by the Board of Directors.

ARTICLE XII
CORPORATE RECORDS AND REPORTS

Section 12.1. Records. The Corporation shall keep books and records of account and minutes of the proceedings of its Board of Directors and Committees of Directors, if any, in the State of Michigan. The Corporation shall keep at its registered office records containing the names and addresses of all the members of the Board of Directors. Any of the books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 12.2. Annual Report. The Board of Directors shall cause the Corporation to mail to the Directors, its balance sheet at the end of the preceding fiscal year; its statement of income for the fiscal year; and, if prepared by the Corporation, its statement of source and application of funds for the fiscal year. These financial statements shall be prepared from and in accordance with the books and records of account of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis, and shall be certified by an independent public accountant.

Section 12.3. Inspection of Records by Directors. A person who is a Director upon at least ten (10) calendar days written demand, may examine for any proper purpose in person or by agent or attorney during usual business hours, its minutes and record of Board of Director meetings, and make extracts therefrom, at places where they are kept.

Section 12.4. Reliance on Information and Opinions. A Director or Officer, in discharging his or her duties, and when acting in good faith may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board or upon financial statements of the Corporation represented to the Director or Officer as correct by the President or Treasurer of the Corporation, or as stated in a written report by an independent public or certified public accountant or firm of accountants, to fairly reflect the financial condition of the Corporation.

ARTICLE XIII
CORPORATE ACTIONS

Section 13.1. Instruments. All instruments of any nature shall be signed, executed, acknowledged or verified by such Officer or Officers or such agent or agents of the Corporation as the Board of Directors may determine, and such authority may be general or confined to specific instances. However, an Officer may not sign, execute, acknowledge or verify an instrument in more than one capacity if the instrument is required to be signed, executed, acknowledged or verified by two or more Officers.

Section 13.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 13.3. Conflict of Interest. A transaction in which a Director or Officer is determined to have an interest shall not, because of the interest, be enjoined, set aside, or give rise to an award of damages or other sanctions, in a proceeding by a Director or by or in the right of the Corporation, if the person interested in the transaction establishes any of the following:

- (a) The transaction was fair to the Corporation at the time entered into; or
- (b) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or a Committee of the Board, which also authorized, approved or ratified the transaction by a vote of a majority of the Directors on the Board or Committee who had no interest in the transaction. The presence of, or a vote cast by, a Director with an interest in the transaction does not affect the validity of the action; or
- (c) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Director entitled to vote and they authorized, approved, or ratified the transaction by a vote of the majority of the Directors who did not have an interest in the transaction. A majority of the Directors who did not have any interest in the transaction constitutes a quorum for the purpose of taking action under this Section 13.3.

ARTICLE XIV **AMENDMENT TO AMENDED BYLAWS**

Section 14.1. Amendment by Board of Directors. These Amended Bylaws may be adopted, amended, or repealed by the Directors in accordance with Sections 4.6 or 4.10 hereof, provided that such Amended Bylaws are not in conflict with the Articles of Incorporation, as amended or restated, the Nonprofit Corporation Act or other applicable law.

ARTICLE XV **RULES**

Section 15.1. Rules. The Board of Directors may adopt additional rules and regulations, not inconsistent with the Nonprofit Corporation Act or other applicable law, general or specific, for the conduct of their meetings and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

ARTICLE XVI
DEFINITIONS

Section 16.1. Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Act shall govern the construction of these Amended Bylaws.

CERTIFICATION

I, Mark McDaniel, Secretary of MICHIGAN MAGNET FUND I, a Michigan Nonprofit Corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Amended Bylaws as adopted by the Board of Directors of the Corporation on September ___ 2004, and that such Amended Bylaws have not been altered or repealed and are in full force and effect on the date set forth below.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this ___th day of September 2004.

Mark McDaniel, Secretary

SECOND AMENDED BYLAWS

of

MICHIGAN MAGNET FUND I

a Michigan Nonprofit Corporation

ARTICLE I
OFFICES AND OPERATIONS

Section 1.1. Principal Office. The principal office of the Corporation shall be located at such place in the State of Michigan as the Board of Directors may designate. The Corporation may have other offices at such other places, either in or outside the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require.

Section 1.2. Registered Office. The registered office of the Corporation is required by the Michigan Nonprofit Corporation Act, as amended (the "Nonprofit Corporation Act") to be located in the State of Michigan may be, but need not be, identical with the principal office of the Corporation and the address of the registered office may be changed by the Board of Directors.

Section 1.3. Operations. All or substantially all of the Corporation's operations and employees shall at all times be located in the State of Michigan.

ARTICLE II
PURPOSES

Section 2.1. Purposes.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable and educational activities as may qualify the Corporation for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws) (the "Code") not inconsistent with the Articles of Incorporation, as amended or restated, the Nonprofit Corporation Act or other applicable law. The specific purposes ("Specific Purposes") for which the Corporation is organized include:

A. To promote economic development and creation of wealth and job opportunities in low-income communities within the State of Michigan and among low-income persons residing in such low-income communities consistent with requirements as set forth in the New Markets Tax Credit Program created by the Community Renewal Tax Relief Act of 2000, as amended (the "CRTRA").

B. To promote and facilitate investment of private and public capital in the form of equity or loans and provide operational assistance (either directly or through third parties) to individuals, small businesses and organizations located in low-income communities within the State of Michigan, including but not limited to commercial real estate projects, retail and wholesale businesses, service providers and business incubators all in accordance with requirements of the CRTRA.

C. To maintain accountability to residents of low-income communities within the State of Michigan through representatives on a Board of Directors or an advisory board which represents low-income communities in accordance with the requirements of the CRTRA.

D. To increase public awareness and policy debate to facilitate self-determination and empowerment of residents of low-income communities within the State of Michigan;

E. To serve as a model in the United States and internationally for the private and public sectors as a means to promote resource distribution and focus policies for more equitable social and economic justice.

In furtherance of the above, the Corporation shall have the power to (i) solicit and accept donations of funds or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes and to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing Specific Purposes..

ARTICLE III **FISCAL YEAR AND SEAL**

Section 3.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December each year, or such other fiscal year as may be determined by the Board of Directors.

Section 3.2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal", State of Michigan. The seal may be used by causing it or a facsimile thereof to be affixed, impressed or reproduced.

ARTICLE IV **MEETINGS**

Section 4.1. Place of Meetings. All meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, within or without the State of Michigan, as may be determined by the Board of Directors.

Section 4.2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time on such day within such month as shall be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 4.3. Delayed Annual Meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Board of Directors, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

Section 4.4. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes, may be called by the Chairperson of the Board of Directors (if the office is filled) or the President or by the Board of Directors.

Section 4.5. Notice of Meeting. Notice of the time, place, and purposes of a meeting of Board of Directors shall be given not less than ten (10) calendar days nor more than sixty (60) calendar days before the date of the meeting, to each member of the Board of Directors of record entitled to vote at the meeting.

Section 4.6. Quorum. A total of nine (9) Directors entitled to vote, present in person, including Directors representing Michigan State Housing Development Authority (MSHDA) and the Michigan Economic Development Corporation (MEDC). The written consents shall bear shall constitute a quorum at a meeting of Directors. If such quorum shall not be present, the Directors entitled to vote at such meeting, present in person, may adjourn the meeting without further notice. Even if a quorum shall be present, the Directors entitled to vote thereat who are present in person may adjourn the meeting without further notice. At such adjourned meeting at which a quorum shall be present in person, any business may be transacted which might have been transacted at the meeting as originally noticed. The Directors present in person at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 4.7. Conduct of Meetings. The Chairperson of the Board of Directors (if the office is filled) shall act as Chairperson of and preside at all meetings of Directors. In the event of his or her absence or disability, the Directors shall elect one of their own Directors to act as Chairperson of the meeting. The Secretary of the Corporation shall act as secretary of each meeting of the Board of Directors, but in his or her absence, the Chairperson shall appoint some person to act as secretary of the meeting and to keep a record of the proceedings thereof for entry in the minute book of the Corporation. Should any questions arise regarding the procedure at any meeting, it shall be resolved by reference to "Roberts' Rules of Order Revised."

Section 4.8. Participation in Meetings by Telecommunications. A Director may participate in a meeting of the Board of Director by a conference telephone or by other similar communications equipment, through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section 4.9 constitutes presence in person at the meeting.

Section 4.9. Voting. Each Director is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. All actions of the Board of Directors, including election of Directors, shall require the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, including the affirmative vote of Directors representing MSHDA and the MEDC.

Section 4.10. Dissent. A Director who is present at a meeting of the Board of Directors, or a Committee of Directors, of which he or she is a member, at which action on a corporate matter is taken is presumed to have concurred in that action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment thereof. The right to dissent shall not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board of Directors, or a Committee of Directors, of which he or she is a member, at which any such action is taken is presumed to have concurred in the action unless he or she files a dissent with the Secretary of the Corporation within fourteen (14) calendar days after he or she has knowledge of the action.

Section 4.11. Proxies. A Director shall have the right to name by written proxy, executed by such Director, any person to serve as its duly authorized representative at a meeting of the Board of Directors. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Participation in a meeting pursuant to this Section 4.12 constitutes presence in person at the meeting.

Section 4.12. Action Without a Meeting. Any action required or permitted by the Nonprofit Corporation Act to be taken at an annual or special meeting of Board of Directors may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by a total of nine (9) Directors, including Directors representing MSHDA and the MEDC. The written consents shall bear the date and signature of each Board of Directors who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within sixty (60) calendar days after the record date of determining Directors entitled to express consent to or dissent from a proposal without a meeting, written consents signed by a sufficient number of Directors to take the action are delivered to the Corporation. Delivery shall be to the Corporation's registered office, its principal office or the Secretary of the Corporation. Delivery made to the Corporation's registered office shall be by certified or registered mail return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Directors who have not consented in writing.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. General Powers, No Interest in Property. The business and affairs of the Corporation shall be managed by and under the strategic direction of a Board of Directors who shall have all rights, powers, duties and responsibilities necessary or appropriate for an organization described in Section 501(c)(3) of the Code consistent with these Bylaws and applicable law. No Director shall have any right, title, or interest in or to any property of the Corporation.

Section 5.2. Number. The number of Directors of the Corporation shall be between nine (9) and twenty-five (25) individuals.

Section 5.3. Qualifications. A Director need not be a resident of the State of Michigan. One (1) Director must be approved by the MEDC based on such criteria as set by the MEDC. All other Directors must be approved by MSHDA, as the controlling entity, in accordance with the requirements of CRTRA based on such criteria as set by MSHDA. The approval must be in writing and shall be delivered to the Company's registered office, its principal office or the Secretary of the Corporation. Delivery made to the Corporation's registered office or principal office shall be by certified or registered mail return receipt requested. Either the MEDC or MSHDA may withdraw their approval of a Director in same manner as approval at any time with or without cause and without prior notice. At least twenty (20%) percent of the total number of Directors shall represent low-income communities in accordance with the requirements of the CRTRA. A Director for whom approval is withdrawn by MEDC or MSHDA or who fails to meet the other qualification requirements as set forth in this Section 5.3 shall resign with immediate effect from the Board of Directors pursuant to Section 5.6 hereto.

Section 5.4. Tenure. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Directors shall elect Directors to hold office until the succeeding annual meeting. A Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified pursuant to Section 5.3 or until his or her resignation or removal. Subject to Section 5.3 hereof, all Directors shall be eligible to be re-elected to successive terms of office without limitation.

Section 5.5. Vacancies. If a vacancy, including a vacancy resulting from an increase in the number of Directors, occurs on the Board of Directors, the vacancy may be filled by the Board of Directors. If the Directors remaining in Office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A Directorship to be filled because of an increase in the number of Directors or to fill a vacancy may be filled by the Board of Directors for a term of office continuing only until the next election of Directors.

Section 5.6. Resignation. A Director may resign by notice to the Corporation. The resignation is effective upon its receipt by the Corporation or a later time as set forth in the notice of resignation.

Section 5.7. Removal. The Directors may remove one (1) or more Directors, with or without cause by the Directors in accordance with Sections 4.6 or 4.10 hereof.

ARTICLE VI

COMMITTEES AND ADVISORY BOARD

Section 6.1. Committees. The Board of Directors may designate one (1) or more Committees, which may include an Executive Committee and a Finance Committee. A Committee shall consist of one (1) or more Directors of the Corporation. The Board of Directors may designate one (1) or more Directors as alternate members of a Committee, who may replace an absent or disqualified member at a meeting of the Committee provided, however, that in the absence or disqualification of a member of a Committee, the member thereof present at a meeting of the Committee and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such an absent or disqualified member. A Committee of Directors, and each member thereof, shall serve at the pleasure of the Board of Directors.

Section 6.2. Authority. A Committee may exercise such powers and authority as set forth by the Board of Directors, provided however, that a Committee does not have the power or authority to do any of the following:

- (a) Amend or Restate the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.

- (c) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets.
- (d) Approve a dissolution of the Corporation or a revocation of a dissolution.
- (e) Amend the Bylaws.
- (f) Fill vacancies on the Board of Directors.
- (g) Fix compensation, if any, of the Directors for serving on the Board or on a Committee.

Section 6.3. Advisory Board. An advisory board of such individuals not having and exercising the authority of the Board of Directors may be constituted by a resolution adopted by the Board of Directors. A least twenty percent (20%) of total number of individuals on the advisory board shall represent low-income communities in accordance with the CRTRA.

ARTICLE VII

NOTICES

Section 7.1. How Given. When a notice or communication is required or permitted by the Nonprofit Corporation Act to be given it shall be in writing and given personally or mailed, except as otherwise provided by Nonprofit Corporation Act, to the person to whom it is directed at the address designated by him or her for that purpose, or if none is designated, at his or her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be certified or registered mail return receipt requested, or other first class mail except where otherwise provided in the Nonprofit Corporation Act.

Section 7.2. Waiver. When, under the Nonprofit Corporation Act, the Articles of Incorporation, as amended or restated or of these Bylaws, or by the terms of an agreement or instrument, the Corporation, or the Board of Directors or any Committee of Directors, may take action after notice or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed, the person entitled to notice or to participate in the action to be taken or, in the case of a Director, its attorney-in-fact, submits a signed waiver of the requirements.

A Director's attendance at a meeting will result in both of the following:

- (a) Waiver of objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 8.7. Compensation. The compensation of all Officers of the Corporation shall be fixed by the Board of Directors and no Officer shall be prevented from receiving compensation by reason of the fact that he or she is also a Director of the Corporation.

Section 8.8. Chairperson. The Chairperson of the Board (if the office is filled) shall be subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation and shall have the general duties incident to the office of the Chairperson of the Board and such other duties as may otherwise be prescribed by the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) Preside at all meetings of the Board of Directors; and
- (b) Sign, execute, acknowledge, or verify instruments of any nature which the Board of Directors has authorized to be signed, executed, acknowledged or verified except in cases where expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by the Nonprofit Corporation Act or other applicable law to be otherwise signed, executed, acknowledged or verified.

Section 8.9. President. The President shall have the general powers of supervision and management of the business and affairs of the Corporation usually vested in the chief executive officer of a corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may delegate to the other officers such authority and duties at such time and in such manner as he or she deems advisable. If the office of the Chairperson is not filled, the President shall perform the duties and execute the authority of the Chairperson of the Board.

Section 8.10. Vice President. In the absence or disability of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, in the order of their election) shall perform the duties of the President.

Section 8.11. Secretary. The Secretary shall have the general duties incident to the office of Secretary and such other duties as may be prescribed by the Chairperson of the Board (if the office is filled), President or the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) Keep the minutes of the proceedings of the Board of Directors meetings in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Nonprofit Corporation Act;
- (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and

- (d) Keep a register of the post office address and electronic mail address of each Director which shall be furnished to the Secretary by such Director.

Section 8.12. Treasurer. The Treasurer shall have the general duties incident to the office of Treasurer and such other duties as may be prescribed by the Chairperson of the Board of Directors (if office is filled), President, or the Board of Directors. Within this authority and in the course of his or her duties, he or she shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation; and
- (b) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies to the credit of the Corporation in such duly authorized depositories.

ARTICLE IX INDEMNIFICATION

Section 9.1. Indemnification, Non-Derivative 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 the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee 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, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her 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, does not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2. Indemnification, Derivative 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 or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee 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, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation except to the extent authorized in Section 9.6 hereof.

Section 9.3. Expenses, Successful Defense. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 9.1 or 9.2 hereof, or in defense of a claim, issue, or matter in the action, suit or proceeding, he or she shall be indemnified against actual and reasonable expenses, including attorneys fees incurred by him or her in connection with the action, suit or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section.

Section 9.4. Determination that Indemnification is Proper. An indemnification under Sections 9.1 or 9.2 hereof, unless ordered by the court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If a quorum cannot be obtained under subdivision (a) of this Section, then by majority vote of a Committee duly designated by the Board of Directors and consisting solely of two (2) or more Directors not at the time parties, or threatened to be made parties to the action, suit, or proceeding. All Directors may participate in the designation of a Committee.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one (1) of the following ways:
 - (i) Selected by the Board of Directors or its Committee in the manner prescribed under subdivision (a) or (b) of this Section.

- (ii) If a quorum of the Board of Directors cannot be obtained under subdivision (a) of this Section, and a Committee cannot be designated under subdivision (b) of this Section, by the Board of Directors. All Directors may participate in the selection of independent legal counsel.

If a person is entitled to indemnification under Sections 9.1 or 9.2 hereof for a portion of expenses, including reasonable attorneys fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, 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 9.5. Expenses. The Corporation may pay or reimburse the reasonable expenses incurred by a Director, Officer, employee, or agent who is a party or threatened to be made a party to an action, suit or proceeding in advance of final disposition of the proceeding if all of the following apply:

- (a) The person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof.
- (b) The person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct.
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the Nonprofit Corporation Act.

The undertaking required under subdivision (b) of this Section 9.5 must be an unlimited general obligation of the person but need not be secured. Determinations of payments under this Section 9.5 shall be made in the manner specified in Section 9.4 hereof.

Section 9.6. Application, Order, Limitation. A Director, Officer, employee, or agent of the Corporation who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth in Sections 9.1 and 9.2 hereof or was adjudged liable as described in Section 9.2 hereof, but if he or she was adjudged liable, his or her indemnification is limited to reasonable expenses incurred.

Section 9.7. Other Rights of Directors and Officers. The indemnification or advancement of expenses provided under Sections 9.1 through 9.6 hereof is not exclusive of other rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, as amended or restated, these Bylaws or a contractual agreement. 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 payment of expenses.

Section 9.8. Former Directors and Officers. The indemnification provided for in Sections 9.1 through 9.6 hereof continues as to a person who ceases to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 9.9. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee 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 corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against liability under Sections 9.1 through 9.6 hereof.

Section 9.10. Changes in Law. In the event of any change to the Nonprofit Corporation Act relating to the subject matter of Article IX of these Bylaws, the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions. The Board of Directors is authorized to amend this Bylaw to conform to any such changed statutory provisions.

ARTICLE X **DISTRIBUTIONS**

Section 10.1. Distributions. A payment or distribution of any part of the assets, or income of the Corporation shall be in conformity with the purposes of the Corporation as set forth in Section 2.1 and the Nonprofit Corporation Act.

ARTICLE XI
DEPOSITS AND CHECKS

Section 11.1. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select. Endorsements for deposit of commercial paper may be made without countersignature by the President, the Treasurer or by any other Officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power or by hand stamped impression in the name of the Corporation.

Section 11.2. Checks. All checks, drafts or other orders for payment of funds, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation in such manner as shall be determined by the Board of Directors.

ARTICLE XII
CORPORATE RECORDS AND REPORTS

Section 12.1. Records. The Corporation shall keep books and records of account and minutes of the proceedings of its Board of Directors and Committees of Directors, if any, in the State of Michigan. The Corporation shall keep at its registered office records containing the names and addresses of all the members of the Board of Directors. Any of the books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 12.2. Annual Report. The Board of Directors shall cause the Corporation to mail to the Directors, its balance sheet at the end of the preceding fiscal year; its statement of income for the fiscal year; and, if prepared by the Corporation, its statement of source and application of funds for the fiscal year. These financial statements shall be prepared from and in accordance with the books and records of account of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis, and shall be certified by an independent public accountant.

Section 12.3. Inspection of Records by Directors. A person who is a Director upon at least ten (10) calendar days written demand, may examine for any proper purpose in person or by agent or attorney during usual business hours, its minutes and record of Board of Director meetings, and make extracts therefrom, at places where they are kept.

Section 12.4. Reliance on Information and Opinions. A Director or Officer, in discharging his or her duties, and when acting in good faith may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board or upon financial statements of the Corporation represented to the Director or Officer as correct by the President or Treasurer of the Corporation, or as stated in a written report by an independent public or certified public accountant or firm of accountants, to fairly reflect the financial condition of the Corporation.

ARTICLE XIII CORPORATE ACTIONS

Section 13.1. Instruments. All instruments of any nature shall be signed, executed, acknowledged or verified by such Officer or Officers or such agent or agents of the Corporation as the Board of Directors may determine, and such authority may be general or confined to specific instances. However, an Officer may not sign, execute, acknowledge or verify an instrument in more than one capacity if the instrument is required to be signed, executed, acknowledged or verified by two or more Officers.

Section 13.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 13.3. Conflict of Interest. A transaction in which a Director or Officer is determined to have an interest shall not, because of the interest, be enjoined, set aside, or give rise to an award of damages or other sanctions, in a proceeding by a Director or by or in the right of the Corporation, if the person interested in the transaction establishes any of the following:

- (a) The transaction was fair to the Corporation at the time entered into; or
- (b) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or a Committee of the Board, which also authorized, approved or ratified the transaction by a vote of a majority of the Directors on the Board or Committee who had no interest in the transaction. The presence of, or a vote cast by, a Director with an interest in the transaction does not affect the validity of the action; or
- (c) The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Director entitled to vote and they authorized, approved, or ratified the transaction by a vote of the majority of the Directors who did not have an interest in the transaction. A majority of the Directors who did not have any interest in the transaction constitutes a quorum for the purpose of taking action under this Section 13.3.

CERTIFICATION

I, Mark McDaniel, Secretary of MICHIGAN MAGNET FUND I, a Michigan Nonprofit Corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's Second Amended Bylaws as adopted by the Board of Directors of the Corporation on _____ 2005, and that such Second Amended Bylaws have not been altered or repealed and are in full force and effect on the date set forth below.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of the Corporation this ___ day of _____ 2005.

Mark McDaniel, Secretary