



Advancing Opportunities

City Clerk
City of Royal Oak
211 Williams St.
Royal Oak, MI 48068

March 29, 2010

To Whom It May Concern,

Please see the attached Application for Designation of Non-Profit Status. In addition, please see the required attachments as described below:

- Attachment A: Articles of Incorporation
- Attachment B: By-Laws
- Dissolution of Funds Statement contained in Article VIII of Articles of Incorporation
- Attachment C: Minutes from Board Meeting with financial report
- Attachment D: IRS letter designating 501(c)(3) status
- Attachment E: Printout from website with solicitation for donations.

Please let me know of any questions.

Thank you.

A handwritten signature in black ink, appearing to read 'D. Baldwin', with a horizontal line extending to the right.

David Baldwin

BD Group

cell: 248 798 3460

email: david.baldwin@royaloakforward.com

web: www.royaloakcommunityfarm.com

www.royaloakforward.com

APPLICATION FOR DESIGNATION OF NON-PROFIT STATUS

ORGANIZATION NAME: BD Group / Royal Oak Forward, assumed name

ADDRESS HEADQUARTERS: 4000 Crocker Rd Suite 100-D
Royal Oak MI 48073

Contact Officer: David Baldwin Phone: 248 798 3460

PRINCIPAL OFFICERS:

Name	Address	Phone	Title
David Baldwin	1017 Cherokee, Royal Oak	248 798 3460	President
Joe Grimley	1119 Maplegrove, Royal Oak	586 295 1217	Vice President
Jim Lombardi	2144 Highbury, Troy MI	248 930 4031	Vice President

ESTABLISHED: 6/11/2009 Total Membership: 31
Month/Date/Year

Membership Requirements: No specific membership requirements

Any organization or individual interested in being a part of a group committed to seeing the community prosper can join.

Is organization a branch of State/National Organization? Yes No
Circle One

If answer is affirmative, a charter or directory of chapters produced by the State/National organization must be attached.

Purpose of Organization:
The BD Group / Royal Oak Forward exists to produce economic, educational, civic and cultural growth for the area while facilitating and leveraging partnering between business, government and charitable organizations

Person(s) directly responsible for disbursement of funds:
David Baldwin

Funds for operation of Organization obtained by: Funding from the
founding president, donations, fundraising activities, membership
fee and Royal Oak Community Farm sales.

DISPOSITION OF RECEIPTS:

Percentage used for administration costs 11% (2010 projection)

Are solicitors compensated: Yes (2010 projection)

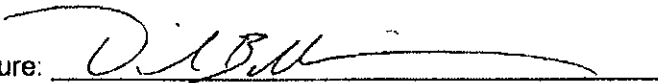
How is payment made? Fundraiser fee (2010 projection)

To whom payment is made Andrea Miller, fundraiser (2010 projection)

APPLICATION MUST BE ACCOMPANIED BY:

1. Articles of Incorporation
2. By-Laws
3. Dissolution of Funds Statement if not included in By-Laws or Articles of Incorporation
4. One of the following Financial Reports:
 - Most recent approved Audit Report
 - A receipts/expenditures statement for current year
 - Minutes showing Financial Report
5. IRS designation of Tax-Exempt status
6. Brochure or Information Sheet used in public contact to solicit for donations

Application may be submitted to the City Clerk at 211 Williams St, Royal Oak MI 48068.
Questions may be directed to 248.246.3050.

Applicant Signature: 

Date: 3/29/10

Phone: 248 798 3460

Office Use Only:

City Commission Approval: _____

Denial: _____

Last printed 12/5/2007 11 24 00 AM

Attachment A

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

BD GROUP

ID NUMBER: 70500K

received by facsimile transmission on September 16, 2009 is hereby endorsed

Filed on September 16, 2009 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 16TH day of September, 2009.

Director

REG-2001 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES										
Date Received	(FOR BUREAU USE ONLY)									
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name David Baldwin</td> </tr> <tr> <td colspan="3">Address 1017 Cherokee</td> </tr> <tr> <td>City Royal Oak</td> <td>State MI</td> <td>Zip Code 48067</td> </tr> </table>		Name David Baldwin			Address 1017 Cherokee			City Royal Oak	State MI	Zip Code 48067
Name David Baldwin										
Address 1017 Cherokee										
City Royal Oak	State MI	Zip Code 48067								
EFFECTIVE DATE:										

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

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1962, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:	BD Group
2. The identification number assigned by the Bureau is:	70500K
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	June 11, 2009

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:	BD Group
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ARTICLE II

The purpose or purposes for which the corporation is organized are:	Please see attachment
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ARTICLE III

1. The corporation is organized on a non stock basis.
(stock or nonstock)

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
None

and the description and value of its personal property assets are: (if none, insert "none")
None

(The valuation of the above assets was as of September 14, 2009)
The corporation is to be financed under the following general plan:

Collection of membership dues, grants and contributions.

The corporation is organized on a directorship basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
1017 Cherokee Royal Oak Michigan 48067
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box) (City) (ZIP Code) Michigan

3. The name of the resident agent is: David Baldwin

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attachment : Articles V through VIII

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. [] These Restated Articles of Incorporation were duly adopted on the _____ day of _____ in accordance with the provisions of Section 842 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____

By _____ (Signature of Authorized Officer or Agent)

(Type or Print Name)

b. [x] These Restated Articles of Incorporation were duly adopted on the 14th day of September, 2009 in accordance with the provisions of Section 842 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and: (check one of the following)

[x] were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

[] were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

[] were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

[] were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 16th day of September, 2009

By David Baldwin (Signature of President, Vice-President, Chairman, or Vice-Chairman)

David Baldwin President (Type or Print Name)

Restated Articles of Organization of BD Group

A Michigan Nonprofit Corporation

ARTICLE II

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall seek to contest the deterioration of the community by providing business development services and avenues for educational enhancement initiatives for local area businesses, schools, nonprofit corporations, community organizations and government organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes and not to influence legislation or political campaigns. The organization is formed to promote American ideals, foster the best interests of the people and further the common welfare and well-being of the community, restricting such purposes to accomplishments only in a charitable and educational manner.

ARTICLE V

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

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE VI

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

<u>Name</u>	<u>City of Residence</u>
David Baldwin	Royal Oak, MI
James Lombardi	Troy, MI
Joseph Grimley	Royal Oak, MI

ARTICLE VII

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

ARTICLE VIII

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Attachment B

Bylaws of BD Group

A Michigan Nonprofit Corporation

ARTICLE 1 - DEFINITIONS

SECTION 1.1 Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Board" means the Board of Directors of the Corporation.
- B. "Corporation" means BD Group.
- C. "Director" means an individual serving on the Board.

ARTICLE 2 - PURPOSES

SECTION 2.1 Purposes.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall seek to contest the deterioration of the community by providing business development services and avenues for educational enhancement initiatives for local area businesses, schools, nonprofit corporations, community organizations and government organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes and not to influence legislation or political campaigns. The organization is formed to promote American ideals, foster the best interests of the people and further the common welfare and well-being of the community, restricting such purposes to accomplishments only in a charitable and educational manner.

ARTICLE 3 - OFFICES

SECTION 3.1: Offices.

The registered office of the Corporation shall be located in Michigan. The Corporation may have any number of offices at such places as the Board may determine.

ARTICLE 4 - SEAL

SECTION 4.1: Seal.

The Seal of the Corporation shall be in such form as the Board may determine.

SECTION 4.2: Seal Not Required.

Except as otherwise required by statute, the affixation of the Seal shall not be necessary to the valid execution, assignment, or endorsement by the Corporation of any instrument in writing.

ARTICLE 5 - BOARD OF DIRECTORS

SECTION 5.1: Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board, except as otherwise provided by statute, these Bylaws, or a resolution of the Board.

SECTION 5.2: Qualification of Directors.

Each Director shall be a natural person of full age who need not be a resident of Michigan.

SECTION 5.3: Number and Election of Directors.

The Board shall consist of not fewer than three Directors. The Directors shall be determined by the Board at the annual meeting of the Board. Each Director shall be elected for a perpetual term or for such other term as the Board may determine by resolution.

SECTION 5.4: Term of Office.

Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or his or her earlier death, resignation, or removal.

SECTION 5.5: Procedure for Nomination of Candidates for Directors.

- a. No person shall be eligible for election as a Director at a meeting of the Board unless he or she has been duly nominated in accordance with the procedures specified in paragraph (b) of this Section.

- b. The President shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall declare the nominations of candidates for election as Director are open and shall call for nominations from the floor. Nominations may be made by any Director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the President shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

SECTION 5.6: Vacancies.

Vacancies in the Board, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining Directors though less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

SECTION 5.7: Removal of Directors.

Non-incorporating Directors may be removed from office without assigning any cause by the vote of a two thirds majority of the Board at any meeting of the Board.

SECTION 5.8: Resignations.

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

SECTION 5.9: Compensation of Directors.

The Board shall have the authority to fix the compensation, including reimbursement of expenses, of Directors for their services as such.

SECTION 5.10: Voting Rights.

Every Director shall be entitled to one vote in person or by proxy.

SECTION 5.11: Voting by Proxy.

Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by the Director granting the proxy, and must be filed with the Secretary of the Corporation. Additionally, directors may vote via email provided all other directors receive such vote.

ARTICLE 6 - COMMITTEES

SECTION 6.1: Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following.

- a. The filling of vacancies in the Board.
- b. The adoption, amendment, or repeal of the Bylaws.
- c. The amendment or repeal of any resolution of the Board
- d. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

SECTION 6.2: Term.

Each committee of the Board shall serve at the pleasure of the Board.

SECTION 6.3: Committee Organization.

Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

ARTICLE 7 - MEETINGS OF DIRECTORS

SECTION 7.1: Place of Meetings.

Meetings of the Board may be held at such place within or without of the State of Michigan as the Board may appoint or as may be designated in the notice of the meeting.

SECTION 7.2: Annual Meeting.

The annual meeting of the board, for the election of Directors, the election of officers, or the transaction of any other business which may be brought before the meeting, shall be scheduled at the discretion of the officers.

SECTION 7.3: Regular Meetings.

Regular meetings of the Board may be held at such place and time as shall be designated by standing resolution of the Board. At such meetings, the Directors shall

transact such business as may properly be brought before the meeting. Notice of the regular meetings need not be given.

SECTION 7.4: Special Meetings of the Board.

Special meetings of the Board may be called by the President or by any Director and shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director pursuant to Section 11.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

SECTION 7.5: Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

SECTION 7.6: Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, interactive computer network, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other.

SECTION 7.7: Organization.

Every meeting of the Board shall be presided over by the President or, in the absence of the President, a chairman chosen by the President. The Secretary or, in the absence of the Secretary, a person appointed by the President, shall act as Secretary. The Treasurer or, in the absence of the Treasurer, a person appointed by the President, shall act as Treasurer.

SECTION 7.8: Consent of Directors in Lieu of Meeting.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.

SECTION 7.9: Voting.

All issues to be voted on shall be decided by a simple majority.

ARTICLE 8 - OFFICERS

SECTION 8.1: Number.

The officers of the Corporation shall include a President, a Secretary and a Treasurer. The officers may include one or more additional officers as the Board may determine by resolution. Any number of offices may be held by the same person.

SECTION 8.2: Qualification of Officers.

The officers shall be natural persons, except that the Treasurer may be a corporation. The officers may be, but are not required to be, Directors of the Corporation.

SECTION 8.3: Election and Term of Office.

The officers of the Corporation shall be elected by the Board at any meeting of the Board and each shall serve at the pleasure of the Board.

SECTION 8.4: Removal of Officers.

Any officer may be removed from office without assigning any cause, by a two-thirds majority of the Board at any meeting of the Board.

SECTION 8.5: Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

SECTION 8.6: The President.

The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

SECTION 8.7: The Secretary.

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that the required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the Seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its Seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

SECTION 8.8: The Treasurer.

The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for the current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

ARTICLE 9 - NOTICE

SECTION 9.1: Written Notice.

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, email, or by facsimile transmission, to his or her address (or to his or her email address or facsimile number) appearing on the book of the Corporation or, in the case of Directors, supplied to him or the Corporation for the purpose of notice. If the notice is sent by mail, email or facsimile, it shall be deemed to have been given to the person. A notice of meeting shall specify the place, day, and hour of meeting and any other information if required by Michigan law. Except as otherwise provided by Michigan law or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

SECTION 9.2: Waiver by Writing.

Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

SECTION 9.3: Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 10 - CONFLICTS OF INTEREST

SECTION 10.1: Definitions.

- A. 'Interested Person' means any Director or officer, who has a direct or indirect financial interest, as defined below.
- B. 'Financial Interest' means direct or indirect, through business, investment, or family:
- i). an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - ii). a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii). a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

SECTION 10.2: Procedures.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while determination of a conflict of interest is discussed. The remaining Board or committee members shall decide, by majority vote, if a conflict of interest exists. Additionally, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 10.3: Policy Violations.

If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 11 - ANNUAL REPORT

SECTION 11.1: Annual Report.

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 12 - TRANSACTION OF BUSINESS

SECTION 12.1: Real Property.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

SECTION 12.2: Negotiable Instruments.

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may designate.

ARTICLE 13 - CORPORATE RECORDS

SECTION 13.1: Corporate Records.

The Corporation shall keep at its registered office or at its principal place of business (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account.

ARTICLE 14 - AMENDMENTS

SECTION 14.1: Amendments.

The Bylaws of the Corporation may be amended by incorporating Director consent and majority vote of the Board at any meeting after written notice of such purpose has been given.

ARTICLE 15 - MISCELLANEOUS

SECTION 15.1: Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

SECTION 15.2: Headings.

In interpreting these Bylaws, the headings of articles shall not be controlling.



**March 3, 2010 Board Meeting
Meeting Minutes**

The first meeting of the BD Group Board of Directors was held on March 3, 2010 at 5:30 p.m. at 4000 Crooks Road, Royal Oak, Michigan.

Attendance

Joe Grimley, Vice President

Jim Lombardi, Vice President

David Baldwin, President, Executive Director, Treasurer & Secretary

The meeting was called to order at 5:40 p.m.

The following agenda items were presented.

1) Discussion of Articles of Incorporation and Bylaws

The Articles of Incorporation were reviewed and discussed with no concerns expressed. The Bylaws were discussed with recommendations for amendments regarding means of voting. With wording proposed by Joe Grimley, David Baldwin motioned to change the wording under Section 5.11: Voting by Proxy to add the following statement:

Additionally, directors may vote via email provided all other directors receive such vote.

The motion was approved by vote 3 yeas to 0 nays.

Under Section 7.9: Voting, with wording proposed by David Baldwin, Joe Grimley motioned to amend the wording of the section to read:

All issues to be voted on shall be decided by a simple majority.

The motion was approved by vote of 3 yeas to 0 nays.

2) Royal Oak Community Farm Status

The status of city approvals was discussed. David Baldwin stated that the City Engineering Department was determining if additional drainage means would be required, including the potential to require a catch basin near the sound end of the property.

David Baldwin also discussed the status of fundraising activities including the Lettuce Rock concert to be held on April 17th at the Royal Oak Farmers Market. Jim Lombardi mentioned potential beverage vendors if openings for vendors continue.



David Baldwin reviewed the farm's current financials and financial projections.

David Baldwin brought up for discussion the idea of creating a committee of college interns to develop strategy and lead in the implantation of future initiatives for the corporation. Detailed discussion did not ensure due to time constraints. In addition, the following additional planned agenda items were agreed to be discussed at a follow up board meeting to be scheduled in the near future:

- MSU Royal Oak Business Internship Program Status
- Financial Review
- Strategy
- Q&A.

David Baldwin called to adjourn the meeting at 6:45 p.m. With voting of 3 yeas to 0 nays, the meeting was adjourned.

BD Group
Initial Financial Summary

	Total	2009	2010
<u>Costs</u>			
Non-Farm	\$	7,528.00	\$ 250.00
Farm	\$	3,679.00	\$ 82,834.00
Total Costs =	\$	11,207.00	\$ 83,084.00
<u>Revenue</u>			
Non-Farm	\$	750.00	\$ 375.00
Farm	\$	-	\$ 82,630.00
Total Revenue =	\$	750.00	\$ 83,005.00
Surplus/(loss) =	\$	(10,457.00)	\$ (79.00)

Attachment D

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

DEPARTMENT OF THE TREASURY

Date: 06/11/09

BD GROUP
C/O DAVID BALDWIN
4000 CROOKS RD. STE.100-D
ROYAL OAK, MI 48073

Employer Identification Number:
80-0424686
DLN:
17053267310039
Contact Person: TYRONE THOMAS ID# 95046
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
June 11, 2009
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

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

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

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

Letter 947 (DO/CG)

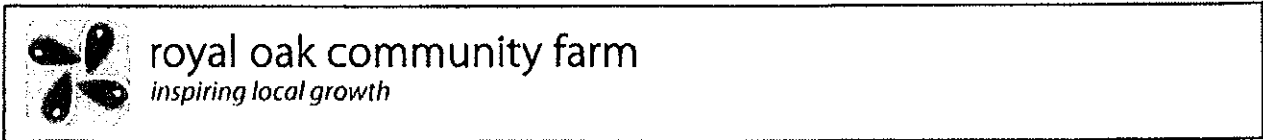
BD GROUP

Sincerely,

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)



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Our fundraising campaign has officially launched!



Thanks to the overwhelming support of our community and the approving votes by both the Royal Oak School Board and the Royal Oak Zoning Board, we are off and running with the Royal Oak Community Farm. As with any new venture, we have a great deal of start-up costs that need to be covered to get us off the ground. Our goal is to raise \$20,000 through individual donations and with the proceeds from a fundraising event to be held at the Farmers' Market on April 17th. The money raised through these donations will be used for expenses such as an irrigation system, start-up fees and permits, the initial compost, a gravel parking lot, a portable shed, screening shrubbery and a marquis sign.

So, we ask you for your donations (turn all of those tomatoes red!) To thank you for your financial support, you will receive a \$5-off coupon for every \$25 donated to be redeemed at our Farmers Market counter this summer. We look forward to showing you all that we have to offer.

Donations can either be made though Paypal or by sending a check to Royal Oak Forward, 4000 Crooks Rd, Suite -100D, Royal Oak, MI 48073. Thank you in advance for your generosity.

100% of the farm profit will benefit the Royal Oak Foundation for Public Education.

Events/Announcements

Wanted: Budding landscape designers

Four Seasons Garden Center & Custom Landscape Services in Oak Park, Michigan is coordinating a design challenge, "Lettuce Design", for the flower garden at the Royal Oak Community Farm. ...

[Read more](#)

2010 CSA shares now available

Just think, you could pick up a basket filled with a variety of fresh herbs and vegetables every week throughout the entire growing season. Herbs like basil, cilantro and dill. Vegetables like swiss chard,...

[Read more](#)

Save the date

A Royal Oak Community Farm Benefit Concert will be held on Saturday, April 17th from 5pm-1am at the Farmers' Market. \$5 wristbands (children under 5 years old are free) will give your family access...

[Read more](#)

Donor Recognition

Donor Recognition Wall

Barry and Edie Saunders (\$50.00 USD) Says: Mar 17, 2010 at 11:48 pmSheila Wasung (\$25.00 USD) Says: Mar 7, 2010 at 3:33 pmThe Dewald Family Says: Mar 4, 2010 at 2:46 amThe Rossbach Family Says: Feb 28,...

[Read more](#)

Donation Total

\$661.00 [Read More ->](#)

[Read more](#)

• Please donate to the Farm!

Donation Amount:
25 (Currency: USD)

• Put my Donation on the Recognition Wall

[Donate](#)



• Connect with Us



• What We're Doing...

- More press for Royal Oak Community Farm's Lettuce Design Contest! <http://tinyurl.com/y1hamz2> 3 days ago
- Royal Oak Jaycees is giving 100% of the profits from their Green Pub Crawl to the Royal Oak Community Farm! Check... <http://bit.ly/drr1B8> 4 days ago
- @essohhbee Great meeting you Sean! Thanks again for the coffee! in reply to [essohhbee](#) 5 days ago
- [More updates...](#)

Powered by [Twitter Tools](#)

• **Comments**

What a great project spearheaded by David Baldwin. I am looking forward to volunteering and contributing to such a great endeavor.
Debbie

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Department of Energy, Labor & Economic Growth

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CORPORATE ENTITY DETAILS

Searched for: BD GROUP

ID Num: 70500K

Assumed Names

Entity Name: BD GROUP

Type of Entity: Domestic Nonprofit Corporation

Resident Agent: DAVID BALDWIN

Registered Office Address: SUITE 100 D 4000 CROOKS RDROYAL OAK MI 48073

Mailing Address: MI

Formed Under Act Number(s): 162-1982

Incorporation/Qualification Date: 6-11-2009

Jurisdiction of Origin: MICHIGAN

Number of Shares: 0

Year of Most Recent Annual Report:

Year of Most Recent Annual Report With Officers & Directors:

Status: ACTIVE Date: Present

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