

STATE OF MICHIGAN PROBATE COURT Lenawee COUNTY CIRCUIT COURT - FAMILY DIVISION	NOTICE OF HEARING	FILE NO. 09-46796
---	-------------------	--------------------------

In the matter of Southern Michigan Railroad Society, a Michigan Non-Profit Corporation

TAKE NOTICE: A hearing will be held on Tuesday, Nov. 10, 2009 at 11:30 a m,
Rex B Martin Judicial Bldg. Date
 at Lenawee County Probate Court, 425 N. Main St. before Judge Gregg P. Iddings P49074
 Location Adrian, MI 49221 Bar no.

for the following purpose(s): (state the nature of the hearing)

To petition the court to take supervision of the annual meeting, election of officers and proposed by-laws of the Southern Michigan Railroad Society.

If you require special accommodations to use the court because of a disability, or if you require a foreign language interpreter to help you fully participate in court proceedings, please contact the court immediately to make arrangements.

<u>Charles H. Gross</u> P34583 Attorney name Bar no. <u>105 Brown Street</u> Address <u>Tecumseh, MI 49286</u> (517) 423-8344 City, state, zip Telephone no.	<u>10/27/2009</u> Date <u>Timothy Goligoski</u> Petitioner name <u>1845 Indian Wood Circle</u> Address <u>Maumee, OH 42537</u> (419) 897-6000 City, state, zip Telephone no.
---	---

The law provides that you should be notified of this hearing. Unless the check box below is marked, you are not required to attend the hearing but it is your privilege to do so.

You are required to attend this hearing.

Do not write below this line - For court use only

A TRUE COPY

Filed 10-27-09
CHERYL C. HENRY
 Chief Deputy Register

Cheryl C. Henry
 DEPUTY PROBATE REGISTER

STATE OF MICHIGAN
IN PROBATE COURT FOR THE COUNTY OF LENA WEE

In The Matter of: FILE #09-46796
Southern Michigan Railroad Society – a Michigan Non-Profit Corporation

HON. GREGG P. IDDINGS

CHARLES H. GROSS P34583
Attorney for Timothy Goligoski
105 Brown Street
Tecumseh, Michigan 49286
(517) 423-8344

DANA A. DEVER P24220
Attorney for Southern Michigan Railroad
Society
301 N. Main Street, Ste. 250
Ann Arbor, MI 48104
(734) 994-1295

PETITION TO HAVE COURT TAKE SUPERVISION OF ELECTION

Timothy Goligoski, through his attorney, Charles H. Gross, asks that this Court take supervision of the election of the board members and voting on by-law provisions at the annual meeting of the Southern Michigan Railroad Society.

1. That Timothy Goligoski is a member of the Southern Michigan Railroad Society.
2. That the Southern Michigan Railroad Society is a non-profit corporation subject to the jurisdiction of the probate court. In re Americana Foundation 145 Mich App 735, 378 NW2d 586 (1985).
3. That the annual general membership meeting is scheduled for November 14, 2009.
4. That pursuant to Article 2.4 of the Southern Michigan Railroad Society bylaws, "Membership in the Society shall begin on the first day of the month following receipt by the Secretary of the annual membership fee.
5. That Article 8.2 provides the annual meeting and certification of election of directors shall be held in November.
6. That pursuant to Article 7.1.3, "No later than October 1st of each year, the Secretary shall mail ballots containing the names of candidates for the Board of Directors (and their addresses, telephone numbers, and such biographical information the Board of Directors deems appropriate) in alphabetical order, and a space for write in candidates, with the instruction to vote for no more candidates than the number of seats to be filled by placing a mark next to the names."
7. That in order to be a member prior to October 1st, that a member must have been a member on August 31, 2009.

Filed 10-27-09
CHERYL C. HENRY
Chief Deputy Register

A TRUE COPY

Cheryl C. Henry
DEPUTY PROBATE REGISTER

RECEIVED
BY CLERK OF COURT
OCT 27 2009
PROBATE COURT
LENAWEE COUNTY

"PETITION TO HAVE COURT TAKE SUPERVISION OF ELECTION"

8. That approximately 400 members purportedly joined the Southern Michigan Railroad Society in the last week in August 2009 in order to be eligible to vote at the annual meeting.
9. That it must be determined who properly applied for membership prior to August 31, 2009 and is eligible to vote at the annual meeting.
10. That proxies have been prepared for many of the members and a decision must be made as to the form and substance of the proxies and if proxies can vote.
11. That a supervisor be named by the Court to supervise the election of directors and proposed bylaw changes to ensure the election is conducted fairly.

I declare under the penalties of perjury that this petition has been examined by me and that its contents are true to the best of my information, knowledge, and belief.



Charles H. Gross
Attorney for Timothy Goligoski

October 27, 2009

STATE OF MICHIGAN PROBATE COURT Lenawee COUNTY CIRCUIT COURT - FAMILY DIVISION	PROOF OF SERVICE	FILE NO. 09-46796
---	------------------	----------------------

In the matter of Southern Michigan Railroad Society, a Michigan Non-Profit Corporation

1. Titles of the papers served or mailed: Notice of Hearing and Petition to Have Court Take Supervision of Election

2. I served by ordinary mail registered mail (copy of return receipt attached) certified mail (copy of return receipt attached) the papers described above on:

Name	Complete address of service	Date
Patrick Robertson, Secretary of the	1423 Westchester St., Westland, MI 48186-9521	10/27/2009
Southern Michigan Railroad Society		

3. I served by **personal service** the papers described above on:

Name	Complete address of service	Date and Time

4. After diligent search and inquiry, I have been unable to find and serve the following interested persons. I have served these persons by publication. Attached are copies of form PC 617.

I declare under the penalties of perjury that this proof of service has been examined by me and that its contents are true to the best of my information, knowledge, and belief.

10/27/2009

Service fee	Miles traveled	Mileage fee	Total fee
\$		\$	\$ 0.00

Date 10/27/2009
Signature Michelle Kapnick

Do not write below this line - For court use only

450.2423**NONPROFIT CORPORATION ACT**

³ M.C.L.A. § 450.2421(2).

Library References

Corporations ¶198(6).
WESTLAW Topic No. 101.
C.J.S. Corporations § 391.

450.2431. Inspectors at shareholders' meetings; waiver, appointment; duties

Sec. 431. (1) If the bylaws require inspectors at a shareholders' or members' meeting, the requirement is waived unless compliance therewith is requested by a shareholder or member present in person or by proxy and entitled to vote at the meeting. Unless otherwise provided in the bylaws, the board, in advance of a shareholders' or members' meeting, may appoint 1 or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' or members' meeting may, and on request of a shareholder or member entitled to vote shall, appoint 1 or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the board in advance of the meeting or at the meeting by the person presiding.

(2) The inspectors shall determine the number of shares outstanding and the voting power of each or the members entitled to vote, the shares or members entitled to vote represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders or members. On request of the person presiding at the meeting or a shareholder or member entitled to vote, the inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the inspectors. P.A.1982, No. 162, § 431, Eff. Jan. 1, 1983.

Library References

Corporations ¶196.
WESTLAW Topic No. 101.

C.J.S. Corporations §§ 368 to 369, 371 to 372.

450.2441. Voting

Sec. 441. (1) Each outstanding share or member is entitled to 1 vote on each matter submitted to a vote, unless otherwise provided pursuant to section 303 or 304.¹ A vote may be cast either orally or in writing, unless otherwise provided in the bylaws.

(2) When an action, other than the election of directors, is to be taken by vote of the shareholders or members, it shall be authorized by a majority of the votes cast by the holders of shares or members entitled to vote thereon, unless a greater plurality is required by the articles of incorporation or another section

MEETINGS

of this act. Except as elected by a plurality of t
P.A.1982, No. 162, § 441, E
¹ M.C.L.A. §§ 450.2303 or 45

Prior Laws:

P.A.1885, No. 3, § 14.
How. § 4463n.
C.L.1897, § 8239.
C.L.1915, § 10772.
P.A.1921, No. 84, Pt. III, c. I.
C.L.1929, § 10053.

Corporations ¶197.
WESTLAW Topic No. 101.
C.J.S. Corporations §§ 373, 3

Directors' powers I**1. Directors' powers**

Provision of P.A.1931, No. amended by P.A.1935, No. 194 ber of nonprofit corporation s

450.2442. Voting as a

Sec. 442. (1) The ar shares or members sha amendment to the articl other vote required by 1 articles, it shall be by tl proportionate vote is n election of directors, by : members of such class er

(2) Where voting as a action shall be authoriz shares or members of ea is required by the article voting as a class shall b P.A.1982, No. 162, § 442, E

Prior Laws:

P.A.1885, No. 3, § 14.
How. § 4463n.
C.L.1897, § 8239.
C.L.1915, § 10772.
P.A.1921, No. 84, Pt. III, c. I.