

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
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CORPORATIONS DIVISION

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 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: <u>Farmbrooke Condominium Association</u>
2. The identification number assigned by the Bureau is: <u>800815945</u>
3. All former names of the corporation are: <u>N/A</u>
4. The date of filing the original Articles of Incorporation was: <u>November 8, 1998</u>

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: <u>Farmbrooke Condominium Association</u>
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ARTICLE II

The purpose or purposes for which the corporation is formed are: <u>See Attached Article II</u>
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ARTICLE III

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

2. If formed on a stock basis, the aggregate number of shares that 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 to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:
Assessment of members.

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

ARTICLE IV

1. The name of the resident agent is: Association Management, Inc.

2. The address of the registered office is:
47200 Van Dyke Shelby Township , Michigan 48317
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

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

See attached Article V - XII.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 811(1)(a).

Signed this _____ day of _____,

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b. These Restated Articles of Incorporation were duly adopted on the 10th day of December, 2017, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

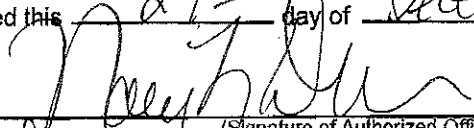
were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

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 formed on a directorship basis.

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

Signed this 22th day of December, 2017

By 
(Signature of Authorized Officer or Agent)

Nancy Dolan President
(Type or Print Name) (Type or Print Title)

Article II – Purposes

The purposes for which the corporation is formed are as follows:

- A. To manage and administer the affairs of and to maintain Farmbrooke Condominium, a condominium (hereinafter called "Condominium");
- B. To levy and collect assessments against and from the members of the corporation and to use the proceeds thereof for the purposes of the corporation;
- C. To carry insurance and to collect and allocate the proceeds thereof;
- D. To rebuild improvements after casualty, subject to the terms of the Condominium Documents;
- E. To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of said Condominium;
- F. To make and enforce reasonable rules and regulations concerning the use and enjoyment of said Condominium;
- G. To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as Landlord or Tenant) any real and personal property, including, but not limited to, any Unit in the Condominium, any easements or licenses or any other real property, whether or not contiguous to the Condominium, for the purpose of providing benefit to the members of the corporation and in furtherance of any of the purposes of the corporation;
- H. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge or other lien; provided however that any such action shall also be approved by the affirmative vote of the members as set forth in the Bylaws;
- I. To enforce the provisions of the Condominium Documents of this corporation as may hereinafter be adopted;
- J. To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws, as amended, or by Act No. 59 of the Public Acts of 1978, as amended;
- K. In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement or operation of said Condominium and to the accomplishment of any of the purposes thereof; and

L. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Condominium and to delegate to such committees, or any specific Officers or Directors of the Corporation any functions or responsibilities which are not by law or the Condominium Documents required to be performed by the Board.

Article V - Membership and Voting

The qualifications of members, the manner of their admission to the corporation, the termination of membership, and voting by such members shall be as follows:

A. Each Co-owner of a Unit in the Condominium shall be a member of the corporation, and no other person or entity shall be entitled to membership; except that the subscribers hereto shall be members of the corporation until such time as their membership shall terminate, as hereinafter provided.

B. Membership in the corporation shall be established by acquisition of fee simple title to a Unit in the Condominium and by recording with the Register of Deeds in Macomb County a deed or other instrument evidencing such title and the furnishing of evidence of same satisfactory to the corporation, the new Co-owner thereby becoming a member of the corporation, and the membership of the prior Co-owner thereby being terminated.

C. The share of a member in the funds and assets of the corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his Unit in the Condominium.

D. Voting by members shall be in accordance with the provisions of the Bylaws of this corporation, as amended, and these Restated Articles of Incorporation.

E. A member entitled to vote at an election for directors may vote, in person, by proxy, or by ballot, for as many individuals as there are directors to be elected and for whose election the member has a right to vote. Cumulative voting shall not be permitted.

Article VI – Limitation of Liability of Directors and Volunteer Officers

Section 1. No director or volunteer officer shall be personally liable to the corporation or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, provided that the foregoing shall not eliminate the liability of a director or volunteer officer for any of the following:

(i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.

- (ii) Intentional infliction of harm on the corporation, or its members.
- (iii) A violation of MCL 450.2551.
- (iv) An intentional criminal act.
- (v) A liability imposed under MCL 450.2497(a).

Section 2. No amendment, alteration, modification or repeal of this Article VI shall have any effect on the liability of any director or volunteer officer with respect to any action taken or any failure to take any action as a director or volunteer officer prior to such amendment, alteration, modification or repeal.

Article VII – Assumption of Liability by Corporation

Section 1. The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this article granting limited liability if all of the following are met:

- (i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (ii) The volunteer was acting in good faith.
- (iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (iv) The volunteer's conduct was not an intentional tort.
- (v) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

Section 2. No amendment, alteration, modification or repeal of this Article VII shall have any effect on the liability of any volunteer director, volunteer officer or other volunteer with respect to any action taken or any failure to take any action as a volunteer director, volunteer officer or other volunteer prior to such amendment, alteration, modification or repeal.

Article VIII – Participation by Remote Communication

Section 1. Upon resolution of the Board of Directors, a member may participate in a meeting of the members by conference telephone or other means of remote communication that permits all persons that participate in the meeting to

communicate with all the other participants. If authorized by a resolution of the Board of Directors, all participants shall be advised of the means of remote communication.

Section 2. Subject to any guidelines and procedures adopted by the Board of Directors, members and proxy holders that are not physically present at a meeting of members may participate in the meeting by means of remote communication upon resolution of the Board of Directors and are considered present in person and may vote at the meeting if all of the following are met:

(i) Reasonable measures are implemented to verify that each person that is considered present and permitted to vote at the meeting by means of remote communication is a member or proxy holder.

(ii) Reasonable measures are implemented to provide each member or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

(iii) If any member or proxy holder votes or takes other action at the meeting by a means of remote communication, a record of the vote or other action is maintained by the corporation.

Section 3. The Board of Directors may not hold a meeting of the members that is conducted solely by means of remote communication.

Section 4. If a member has supplied his or her email address to the corporation for purposes of receiving communication, the corporation may provide all notices via electronic transmission, unless otherwise provided by state law.

Article IX – Action Without a Meeting by Ballot

Section 1. Any action the members are required or permitted to take at an annual or special meeting, excluding the election or removal of directors, may be taken without a meeting if the corporation provides a ballot to each member that is entitled to vote on the action as provided by MCL 450.2404 for providing notice of meetings to members. This Article shall not preclude the calling or holding of annual or special meetings of the members.

Section 2. The ballot provided to members under this article shall:

(i) Set forth each proposed action.

(ii) Provide an opportunity for the members to vote for or against each proposed action.

(iii) Specify a time by which the corporation must receive a ballot in order to be counted as a vote of the member. The time specified shall be not less than 20 or more than 90 days after the date the corporation provides the ballot to the member.

Section 3. An action is considered approved by the members by ballot if the total number of members voting or the total number of member votes cast and ballots received by the corporation by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot. To the extent that the Michigan Condominium Act or Condominium Bylaws require a greater number of votes for any action of the members, the number of votes required by the Michigan Condominium Act or Bylaws shall control.

Section 4. A member may not revoke a ballot received by the corporation.

Section 5. Ballots may be cast in accordance with this Article by mail, hand-delivery, electronic transmission, or facsimile, as directed by the Association.

Article X – Removal of Directors and Prohibition on Executive Committee

Section 1. At any annual or special meeting of the corporation duly called with notice of the removal action proposed to be taken, any or all of the directors may be removed with or without cause by the affirmative vote of more than 50% in number and in value of all of the Co-owners and a successor may then and there be elected to fill any vacancy thus created. The quorum required to elect any successor of a removed director shall be 25% of those Co-owners in good standing. Any director whose removal had been proposed shall be given an opportunity to be heard at the meeting.

Section 2. The board of directors is prohibited from designating an executive committee pursuant to MCL 450.2527.

Article XI – Indemnification

In addition to the provisions of Articles VI and VII, the Corporation may indemnify its directors, volunteer officers, volunteers, individuals, or persons in the following manner:

Section 1. Individuals. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal including all appeals (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he is or was a Director, officer, or volunteer of the Corporation, against

expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

Section 2. Expenses. To the extent that a Director, officer, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, and indemnification is granted, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith and in any action, suit or proceeding brought to enforce the indemnification provided for herein.

Section 3. Determination of Right to Indemnification. Except in a situation governed by Section 2, any indemnification under Section 1 (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director, officer, or volunteer is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by a majority vote of Directors acting at a meeting at which a quorum consisting of Directors who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation), in a written opinion, or (c) if such a quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action (such committee shall consist of not less than two (2) disinterested Directors), or (d) by the shareholders or members.

Section 4. Advance Payment of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer, or volunteer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation. The

undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 5. Rights Not Exclusive. The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled as a matter of law or under the Restated Articles of Incorporation, Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article shall continue as to a person who has ceased to be a Director, officer, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6. Directors and Officers Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a unpaid, volunteer Director, officer, or volunteer of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Michigan Nonprofit Corporation Act.

To the extent that any provision of this Article XI conflicts with the provisions of Articles VI and VII, the provisions of Articles VI and VII shall be controlling.

Article XII – Dissolution of the Corporation

Dissolution of the Corporation shall require the written approval of 80% of all Co-owners and shall not occur unless the Condominium Project is concurrently terminated pursuant to MCL 559.151. In the event the Condominium Documents are amended to modify the percentage of written consents necessary to terminate the Condominium Project, the percentage of consents required by this Article to dissolve the Corporation shall automatically be modified to conform to the Condominium Documents.