

WOODBROOK HOMEOWNERS' ASSOCIATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, MCL 450.2101, et al., as amended, the undersigned executes the following Amended and Restated Articles of Incorporation:

1. The present name of the corporation is: Woodbrook Homeowners' Association
2. The corporation identification number (CID) assigned by the Bureau is #800813083 (Old ID Number 738268)
3. All former names of the corporation are: N/A
4. The filing date of the original Articles of Incorporation was July 19, 1967.

ARTICLE I Name of Corporation

The name of the Corporation is Woodbrook Homeowners' Association (hereinafter referred to as the "Corporation").

ARTICLE II Purposes of Corporation

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

- (a) To promote, advance and preserve the best interests of homeowners in the Woodbrook Subdivision (the "Subdivision"), Section 5, Farmington Township (now known as Farmington Hills), both individually and collectively, and, to do all those things advisable which tend to make that area a better place in which to live. The receipt, holding and expenditure of gifts, donations, and membership contributions, together with all income therefrom, for the purposes enumerated in the preceding sentence, provided always, however, that none of the funds, property or income of the Corporation shall at any time inure to the private benefit of any member of the Corporation or any other private individual or corporation;
- (b) To publish and maintain, in the discretion of the Board of Directors, a directory of the residents of the Subdivision;
- (c) To levy and collect assessments (the "Maintenance Fund") against the lots in the Subdivision in accordance with the Restrictions on Woodbrook Subdivision recorded in Liber 3641, Page 335, (the "Restrictions"), as may be amended, and to use the proceeds thereof for the purposes of the Corporation, including the following:

- a. For improving and maintaining roadways of the Subdivision
 - b. For planting trees and shrubbery and the care thereof;
 - c. For collecting and disposing of garbage, ashes and rubbish;
 - d. For employing night watchmen;
 - e. For caring for vacant property;
 - f. For removing grass or weeds;
 - g. For constructing, purchasing, maintaining or operating any community service, or doing any other things necessary or advisable in the opinion of the Association for keeping the Subdivision neat or in good order;
 - h. For expenses incident to the examination of plans as provided in the Restrictions; and
 - i. To the enforcement of the Restrictions;
- (d) To carry insurance, collect insurance proceeds and to allocate any insurance proceeds;
 - (e) To reconstruct or repair any common areas of the Subdivision including entrance areas, entrance signs, and common lighting;
 - (f) To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Subdivision including lawn maintenance, landscaping, common lighting, and maintenance of the common areas;
 - (g) To acquire, own, maintain, improve, buy, operate, manage, sell, convey, assign, mortgage, or lease any real or personal property including any unit in the Subdivision and any easements, rights-of-way and licenses, either contiguous or not to the Subdivision, on behalf of the Corporation in furtherance of any of the purposes of the Corporation;
 - (h) To grant easements, rights-of-entry, rights-of-way, and licenses to, through, over and with respect to the common areas of the Subdivision on behalf of the members of the Corporation in furtherance of any of the purposes of the Corporation and to dedicate to the public any portion of the common areas of the Subdivision;
 - (i) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of its business and to secure the same by mortgage, pledge, or other lien;
 - (j) To make and enforce reasonable rules, regulation, resolutions, and/or policies concerning the use and enjoyment of the Subdivision in accordance with the Restrictions;
 - (k) To enforce the provisions of the Restrictions, any Rules and Regulations that have been adopted to implement the Restrictions, the Articles of Incorporation for the

Corporation, as amended, and any Bylaws of the Corporation including any amendments that may be adopted;

- (l) To sue in all courts, defend actions brought against the Corporation in all courts and to participate in all actions and proceedings whether judicial, administrative, arbitratative or otherwise;
- (m) To enter into agreements with public agencies concerning the nature and extent of maintenance of the Subdivision and to represent the members of the Association before public and governmental boards and agencies on matters affecting the Association;
- (n) To take any action required or permitted under the Restrictions; and
- (o) 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 and operation of the Subdivision.

ARTICLE III Organization of Corporation

The Corporation is organized on a non-stock, membership basis. The amount of assets which said Corporation possesses as of the Date of Filing is:

Real Property: None
Personal Property: None

The Corporation is to be generally financed through the assessment of members owning units in the Subdivision.

ARTICLE IV Registered Agent and Address

The address of the registered office is:

31065 Berry Hill Street
Farmington Hills, Michigan 48331

The mailing address of the registered office is:

30986 Bycroft
Farmington Hills, Michigan 48331

The name of the resident agent at the registered office is:

Frank Levanduski

ARTICLE V
Term of Corporate Existence

The term of the corporate existence is perpetual.

ARTICLE VI
Membership

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

- (a) Membership in the Corporation shall be open to, and limited to, any natural person holding, either solely, jointly, or in common, as home owner or prospective home owner for his or her own use as a private residence, legal title in fee, or vendee's interest in a building contract or land contract, to a lot within the Subdivision, provided, however, that not more than one (1) membership may be secured for each lot. Regardless of the number of lots owned, no person shall be entitled to more than one (1) membership.
- (b) Membership shall be granted to qualified persons as set forth in the immediately preceding sub-paragraph upon payment of yearly dues in an amount approved by the Board of Directors of the Association.
- (c) Members whose dues and assessments on lots that are in arrears as well as those in violation of the Restrictions shall not be in good standing and shall not have a vote or hold office or appointment in the Corporation. Reinstatement may take place by payment of the full amount of delinquent dues and assessments.
- (d) Voting by members will be in accordance with the Bylaws of the Corporation including any amendments. Notwithstanding the above, a member entitled to vote at an election for directors may vote, in person, by proxy, by absentee ballot, or by electronic transmission as defined by MCL 450.2106(6) or any other applicable section of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, MCL 450.2101, et al., as amended.

ARTICLE VII
Director/Officer/Volunteer Liability

Section 1. Claims Against Volunteers. A volunteer director, as defined in MCL 450.2110(2), as amended, and/or a volunteer officer are not personally liable to the Corporation or its members for monetary damages for any action taken or any failure to take action as a volunteer director or volunteer officer. Unless expressly provided below, no person or entity may bring or maintain a claim for monetary damages against a volunteer director or volunteer officer for monetary damages and any such claim must be brought and maintained against the Corporation.

This Section does not eliminate or limit the liability of a volunteer director or volunteer officer for any of the following:

- (a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- (b) Intentional infliction of harm on the Corporation, its shareholders or members.
- (c) A violation of MCL 450.2551.
- (d) An intentional criminal act.
- (e) Any liability imposed by MCL 450.2497(a) or any claim, suit or proceeding asserted by the Corporation against the volunteer director and/or volunteer officer.
- (f) An act or omission occurring before the date this document is filed.
- (g) An act or omission that is grossly negligent or an intentional tort.

Nothing contained in this Section 1 will be construed to extend the periods for the bringing of an action under any existing statutes of limitation, nor as a waiver of any defense which may be asserted on behalf of any volunteer.

Section 2. Assumption of Volunteer Liability. The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer or nondirector volunteer who is acting with the authority of the Board of Directors, occurring on or after the date of filing of these Restated and Amended Articles of Incorporation, if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.
- (e) 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 as provided in Section 3135 of the Insurance Code of 1956, Act 218 of the Public Acts of 1956, MCL 500.3135, et al.
- (f) The volunteer's conduct has not resulted in a claim, suit or proceeding asserted by the Corporation against the volunteer.

If any of the above requirements (a) through (f) is not met, then the Corporation will not assume liability for any of the acts or omissions of the volunteer, regardless of whether the claim, suit or proceeding is asserted by the Corporation and/or any other party or parties. In addition to the above requirements, said assumption of liability for other non-director and non-officer volunteers will only occur if the Corporation has insurance coverage for said non-director or non-officer volunteer and/or the Board otherwise expressly agrees to assume the liability for a non-director or non-officer volunteer.

Nothing contained in this Section 2 will be construed to extend the periods for the bringing of an action under any existing statutes of limitation, nor as a waiver of any defense which may be asserted on behalf of any volunteer.

Section 3. Amendments to Michigan Nonprofit Corporation Act. If, after the adoption of this Amended and Restated Articles of Incorporation by the Corporation, the Michigan Nonprofit Corporation Act is amended to further limit or eliminate the liability of a volunteer director, volunteer officer, or other nondirector volunteer, then a volunteer director, volunteer officer, or other nondirector volunteer will not be liable to the Corporation or its members as provided in the Michigan Nonprofit Corporation Act, as amended.

Section 4. Volunteer Liability in the Event of Amendment or Repeal of this Article. No amendment, alteration, modification or repeal of this Article VII will have any effect on the liability of any volunteer director, volunteer officer, or other volunteer of the Corporation with respect to any act or omission of such volunteer director, volunteer officer or other volunteer occurring prior to such amendment, alteration, modification or repeal.

Section 5. Enforceability. The invalidity or unenforceability of any provision of this Article will not affect the validity or enforceability of the remaining provisions of this Article.

Section 6. Definition of Volunteer. For purposes of this Article, “volunteer director” means a director who does not receive anything of more than nominal value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by the director in his or her capacity as a director. For purposes of this Article, “nondirector volunteer” or “volunteer officer” means an individual, other than a volunteer director, performing services for a nonprofit corporation at the request or appointment of the Board of Directors who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

ARTICLE VIII Indemnification

In addition to the provisions of Article VII, the Corporation may indemnify its volunteer directors, volunteer officers, nondirector volunteers or agents 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 or she is or was a director, officer, nondirector volunteer, employee or agent of the Corporation, against expenses including actual and reasonable attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Notwithstanding the above, a volunteer director, volunteer officer, nondirector volunteer, employee or agent of the Corporation will not be entitled to indemnification for any claims that were brought by the Corporation, excluding claims brought pursuant to MCL 450.2491, against a volunteer director, volunteer officer, nondirector volunteer, employee or agent of the Corporation.

Section 2. Determination of Right to Indemnification. Any indemnification under Section 1 will be made by the Corporation upon the determination that indemnification of the volunteer director, volunteer officer, nondirector volunteer, employee or agent is proper under the circumstances. Such determination must be made in at least one of the following manners:

- (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;
- (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;
- (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 will consist of not less than two (2) disinterested directors); or
- (d) by the shareholders or members.

Section 3. 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, notwithstanding whether a disinterested quorum exists, upon receipt of an undertaking by or on behalf of the director, officer, or volunteer to repay such amount unless it will ultimately be determined that he is entitled to be indemnified by the Corporation. The undertaking will be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 4. Advance Payment of Expenses. The indemnification or advancement of expenses provided by this Article will 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 Articles of Incorporation, the Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined will not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement or expenses. The indemnification provided for in this Article will continue as to a person who has ceased to be a director, officer, or volunteer and will inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5. **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 an 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, regardless of whether the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101, et al., as amended.

ARTICLE IX

Action without Meeting

Section 1. **Action without Meeting - Association Meetings.** Any action which may be taken at a meeting of the members of the Corporation, except for the election or removal of directors, may be taken without meeting, with or without prior notice, by written vote of the members or their proxies. With respect to notice, written votes must be solicited in the same manner as provided in the Bylaws. Any such solicitation must specify:

- (a) The percentage of consents necessary to approve the action; and
- (b) The time by which consents must be received in order to be counted.

The form of written votes must provide the opportunity to vote in writing on each matter. Approval by written vote must occur by receipt, within the time period specified in the solicitation, of a number of written votes that equals or exceeds the minimum number of votes that would be required for approval if the action were taken at a meeting at which all members entitled to vote were present and voted. Votes may be cast in accordance with this paragraph by mail, hand delivery, electronic transmission or by facsimile, as directed by the Corporation.

Section 2. **Action without Meeting - Meetings of the Board of Directors.** Any action required or permitted to be taken under authorization voted at a meeting of the board or a committee of the board may be taken without meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents will be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

ARTICLE X

Compromise, Arrangement or Reorganization

When a compromise or arrangement or a plan of reorganization of the Corporation is proposed between the Corporation and its creditors or any class of them or between the Corporation and its members or any class of them, a court of equity jurisdiction in Michigan, on application of the Corporation or of a creditor or member, or on application of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the members

to be affected by the proposed compromise or arrangement or reorganization, to be summoned in any manner as the court directs. If a majority in number represent 3/4 in value of the creditors or class of creditors, or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement, the compromise or arrangement or reorganization, if sanctioned by the court to which the application has been made, will be binding on all creditors or class of creditors, or on all the members or class of members and also on the Corporation.

ARTICLE XI
Amendments to Articles of Incorporation

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of a majority of the votes cast by members of the Corporation entitled to vote.

These Amended and Restated Articles of Incorporation were adopted on December 30, 2018 in accordance with the provisions of Section 641 of the Michigan Nonprofit Corporation Act, MCL 450.2641. These Amended and Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the vote of the members. The necessary votes were cast in favor of the Amended and Restated Articles of Incorporation.

Woodbrook Homeowners' Association

By: 

Its: President

Drafted by:

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