

BARCLAY PARK ASSOCIATION

RESTATED ARTICLES OF INCORPORATION

RETURN TO:

Steve Sowell
2 Crocker Blvd. Suite 301
Mount Clemens, MI 48043

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles of Incorporation.

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 Barclay Park Association. The identification number originally assigned by the Bureau is 753513. The present identification number assigned by the Bureau is 800833955. The date of filing of the original Articles of Incorporation was November 2, 1998.

ARTICLE II

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

- (a) To manage and administer the affairs of, and to maintain, Barclay Park, a condominium (hereinafter referred to as the "Condominium") and the Common Elements thereof;
- (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 to allocate the proceeds thereof;
- (d) To rebuild improvements after casualty;
- (e) To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Condominium;

- (f) To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage, or lease any real or personal property (including any Unit in the Condominium and easements, rights-of-way and licenses) on behalf of the Corporation in furtherance of any of the purposes of the Corporation;
- (g) To grant easements, rights-of-entry, rights-of-way, and licenses to, through, over, and with respect to the Association property and/or the Common Elements of the Condominium 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 Elements of the Condominium;
- (h) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the Corporation and to secure the same by mortgage, pledge, or other lien on property owned by the Corporation;
- (i) To make and enforce reasonable rules, regulations, resolutions, and/or policies concerning the use and enjoyment of the Condominium;
- (j) To enforce the provisions of the Master Deed and Bylaws of the Condominium and of these Articles of Incorporation and such Bylaws and rules and regulations of this Corporation as may hereinafter be adopted;
- (k) To sue in all courts and participate in actions and proceedings judicial, administrative, arbitative or otherwise, subject to the express limitations on suits, actions and proceedings as set forth in Article XI of these Articles;
- (l) To do anything required of or permitted to it as administrator of the Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of the Public Acts of 1978, as amended;
- (m) 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 Condominium and to the accomplishment of any of the purposes thereof.

ARTICLE III

Said Corporation is organized upon a nonstock basis,

The amount of assets which said Corporation possesses is;

Real Property:	None
Personal Property:	None

Said Corporation is to be financed under the following general plan:

Assessment of Members owning Units in the Condominium

The Corporation is organized on a membership basis.

ARTICLE IV

The address of the initial registered office is:

**27780 Novi Road, Suite 110
Novi , MI 48375**

The mailing address of the initial registered office is:

**27780 Novi Road, Suite 110
Novi , MI 48375**

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

Meadow Management, Inc.

The resident agent or the registered office, or both, may be changed by filing a statement with the department in accordance with MCL 450.2242.

ARTICLE V

The term of the corporate existence is perpetual.

ARTICLE VI

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 (including the Developer) 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 first Board of Directors named herein shall be a member of the Corporation until such time as the Condominium is established and any Unit owner qualifies as a member, provided that such director's termination as a member shall not affect her status as director.
- (b) Membership in the Corporation shall be established by the acquisition of fee simple title to a Unit in the Condominium and by recording with the Register of Deeds in the County where the Condominium is located, a Deed or other instrument establishing a change of record title to such Unit and the furnishing of evidence of same satisfactory to the Corporation (except that the Developer of the Condominium shall become a member immediately upon establishment of the Condominium), 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 the member's Unit in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE VII

Section 1. Under all circumstances except those listed immediately below, no person or entity shall bring or maintain a claim for monetary damages against a director or volunteer officer of the Corporation for a director's or volunteer officer's acts or omissions. Any such claim shall be brought and maintained against the Corporation. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:

- (a) Intentional infliction of harm on the Corporation, its shareholders, or members;
- (b) An intentional criminal act;
- (c) A violation of Section 551;.
- (d) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (e) A liability imposed under section 497(a).

Section 2. The Corporation shall assume, pay for, and undertake all obligations and liability for any and all acts or omissions of its volunteer directors and volunteer officers 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 No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

ARTICLE VIII

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

- (a) Individuals.** The Corporation shall indemnify every Director, officer and volunteer of the Association against all expenses and liabilities, including reasonable attorney fees and amounts paid in settlement incurred by or imposed upon the Director, officer or volunteer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director, officer or volunteer may be a party or in which they may become by reason of their being or having been a Director, officer or volunteer of the Corporation, whether or not they are a Director, officer or volunteer at the time such expenses are incurred, if the person acted in good faith and in a manner which they 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 their conduct was lawful; provided, however, 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 gross 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.
- (b) 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.
- (c) 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.

- (d) 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.
- (e) 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 these Articles of Incorporation, the Condominium Documents, 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.
- (f) 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, volunteer 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 VIII conflicts with the provisions of Article VII, the provisions of Article VII shall control.

ARTICLE IX

Any action which may be taken at a meeting of the Corporation (except for voting on questions or proposals where the full question, proposal or choice is not yet known) may be taken without a meeting, by written vote or ballot of the Members or Directors, as the case may be. Written votes or ballots shall be solicited in the same manner as provided in the Bylaws for the Corporation for the giving of notice of Corporation Meetings. Such solicitations shall specify:

- (a) The proposed action;
- (b) That the Member or Director can vote for or against any such proposed action;
- (c) The percentage of approvals necessary to approve the action; and
- (d) The time by which written votes must be received in order to be counted.

Approval by written vote or ballot shall be constituted by receipt within the time period specified in the written vote or ballot, of a number of approvals which equals or exceeds the minimum number of approvals which would be required for approval if the action were taken at a meeting.

ARTICLE X

These Articles of Incorporation may only be amended by the consent of sixty-six and two thirds (66-2/3%) percent of all members in number and in value.

These Restated Articles of Incorporation were adopted by the membership of the corporation at a meeting duly called for that purpose by the affirmative vote of the requisite majority of members as stated in the Bylaws for Barclay Park Association.

Dated: _____

Barclay Park Association

By:

Its President

PROPOSED