

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT*

*for*

*WOODWARD PLACE AT BRUSH PARK COMMUNITY ASSOCIATION*

*ID NUMBER: 764626*

*received by facsimile transmission on April 5, 2000 is hereby endorsed*

*Filed on April 5, 2000 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 5th day of April, 2000.*



*Joseph P. Nibbelk*

, Director

Corporation, Securities and Land Development Bureau

# WOODWARD PLACE AT BRUSH PARK COMMUNITY ASSOCIATION

## NONPROFIT

## ARTICLES OF INCORPORATION

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These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a nonprofit corporation under the provisions of Act No. 162 of the Public Acts of Michigan of 1982, as follows:

### ARTICLE I

The name of the Corporation is Woodward Place at Brush Park Community Association.

### ARTICLE II

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

- (a) To encourage and promote the highest standards of maintenance, use, enjoyment and development of the Subject Property and of the Woodward Place at Brush Park Community as a whole, as such terms are defined in a certain Declaration of Restrictions for Woodward Place at Brush Park Community, recorded on April 5, 2000, at Liber 31376, Pages 225-246, inclusive, Wayne County Records (hereinafter "Declaration");
- (b) To assist members of the Corporation in maintaining the Subject Property and the Woodward Place at Brush Park Community as a whole as a residential development of the highest quality;
- (c) To coordinate efforts between the various homeowner associations, condominium associations, historical buildings, other developments and associations, and/or block club in the Woodward Place at Brush Park Community to facilitate the purposes of the Declaration;

- (d) To represent the members of the Corporation, where deemed appropriate in the sole discretion of the Board of Directors of the Corporation, on matters of mutual interest before all governmental and administrative bodies, boards and agencies;
- (e) To arrange and/or to contract for, in the discretion of the Board of Directors of the Corporation, the management, maintenance, repair and replacement of any recreational/community center, any common areas and entry ways in the Woodward Place at Brush Park Community which are not the responsibility of any homeowner association, condominium association, other association, historical building, other development and/or block club therein and/or which are not adequately maintained by such homeowner association, condominium association, other association, historical building and/or block club or the City of Detroit or other governmental body;
- (f) To arrange and/or contract for the management, maintenance, repair and replacement of common elements or common areas contained within the boundaries of any individual Project established within the Woodward Place at Brush Park Community where the Corporation and the respective Project association or Project owner have mutually agreed that the Corporation would undertake same on its behalf;
- (g) To fix, establish, levy and collect from the Corporation's members dues, fees, charges and assessments and to enforce a lien to secure the payment thereof;
- (h) To contract for and employ persons, firms, corporations, or other agents to assist in the management, operation and administration of the affairs of the Corporation;
- (i) To receive any gift, bequest, or devise of any property, real or personal, for any purposes within the scope of the Declaration;
- (j) To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property on behalf of the Corporation in furtherance of any of the purposes of the Corporation and/or of the Declaration; provided, however, that any such acquisition and/or improvement and/or disposition of real

property shall also be approved by the affirmative vote of more than two thirds (2/3) of all of the Class A members of the Corporation;

- (k) To carry any property, liability or other insurance as the Board may deem to be appropriate and to collect and allocate the proceeds thereof;
- (l) To rebuild any improvements on real property owned by the Corporation after casualty;
- (m) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Corporation or the purposes of the Declaration, and to secure the same by mortgage, pledge, or other lien on property owned by the Corporation; provided, however, that any such action shall also be approved by the affirmative vote of more than two thirds (2/3) of all of the Class A members of the Corporation unless same is a letter of credit and/or appeal bond for litigation, or unless same is for a purchase of personal property with a value of \$5,000.00 or less;
- (n) To make rules and regulations in accordance with said Declaration;
- (o) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Community Association and any rules and regulations of the Corporation which may be adopted;
- (p) 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 accomplishment of any of the purposes of the Declaration.

### 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.

The Corporation is organized on a membership basis.

#### ARTICLE IV

The address of the initial registered office is:

**41050 Vincenti Court  
Novi, Michigan 48375**

The mailing address of the initial registered office is:

**41050 Vincenti Court  
Novi, Michigan 48375**

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

**Bernard Glieberman**

#### ARTICLE V

The name and business address of the incorporator is:

**Bernard Glieberman  
41050 Vincenti Court  
Novi, Michigan 48375**

#### ARTICLE VI

The name and address of the first Board of Directors is as follows:

**Gertrude Zuckerman  
41050 Vincenti Court  
Novi, Michigan 48375**

## ARTICLE VII

The term of the corporate existence is perpetual.

## ARTICLE VIII

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, dwelling or other parcel of the Subject Property as defined in the Declaration, shall be a Class A member of the Corporation; any tenant in the Woodward Place at Brush Park Community, as such term is defined in the Declaration, may become a Class B member of the Corporation upon application to the Corporation and upon payment of any annual membership fee as may, from time to time, be in effect; any operator of a commercial establishment within the said Woodward Place at Brush Park Community, not limited to the Subject Property, who does not own the land upon which the commercial establishment is constructed may become a Class C member of the Corporation upon application to the Corporation and upon payment of any annual membership fee as may, from time to time, be in effect; and no other person or entity shall be entitled to membership, except that the first Board of Directors named herein shall be a Class A member of the Corporation until such time as membership shall terminate, as hereinafter provided.
- (b) Class A membership in the Corporation (except with respect to any non-owner incorporator, who shall cease to be a Class A member upon the qualification for membership of any owner of a parcel of the said Subject Property) shall be established by the acquisition of fee simple title to a Unit, dwelling or other parcel in said Subject Property and by recording with the Register of Deeds for the County of Wayne, 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 Charter Oak Homes, Inc., or its successor or assigns, shall be a Class A member as long as it owns any Unit, dwelling or other parcel of land in the Subject Property), the new owner thereby becoming a Class A member of the Corporation, and the Class A membership of the prior owner thereby being terminated.
- (c) The share of a Class 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, dwelling or other parcel in the Subject Property. Class B members and

Class C members of the Corporation shall have no interest in the funds and assets of the Corporation.

- (d) Voting by members shall be in accordance with the provisions of the Declaration.

## ARTICLE IX

Section 1. A volunteer director, as defined in Section 110(2) of Act No. 162 of the Public Acts of 1982, as amended, and/or a volunteer officer are not personally liable to the Corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:

- (A) A breach of the director's or officer's duty of loyalty to the Corporation or its members.
- (B) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (C) A violation of Section 551(1) of Act No. 162 of the Public Acts of 1982, as amended.
- (D) A transaction from which the director or officer derived an improper personal benefit.
- (E) An act or omission occurring before the effective date of these Articles of Incorporation.
- (F) An act or omission that is grossly negligent.

Section 2. 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 these 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 No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Section 3. If, after the adoption of this Article 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 volunteer, then a volunteer director, volunteer officer, or other volunteer shall not be liable to the Corporation or its members as provided in the Michigan Nonprofit Corporation Act, as amended.

Section 4. No amendment, alteration, modification or repeal of this Article IX shall 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. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## ARTICLE X

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 a meeting, with or without prior notice, by written consent of the members. Written consents may be solicited in the same manner as provided in the Bylaws for the Corporation for the giving of notice of meetings of members. Such solicitation may 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 consents shall afford an opportunity to consent (in writing) to each matter and shall provide that, where the member specifies his or her consent, the vote shall be cast in accordance therewith. Approval by written consent shall be constituted by receipt within the time period specified in the solicitation of a number of written consents which equals or exceeds the minimum number of votes which would be required for approval if the action were taken at a meeting at which all members entitled to vote were present and voted.



## ARTICLE XI

Prior to the commencement of any civil action against the Developer on behalf of the members of the Community Association, the Community Association shall obtain the approval of two-thirds (2/3) of all Class A members, together with the approval of two-thirds (2/3) of the Class B and Class C members collectively.

## ARTICLE XII

These Articles of Incorporation may only be amended by the consent of two-thirds (2/3) of the Class A members, together with 2/3 approval of both the Class B members and Class C members, collectively.

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Signed this 3<sup>rd</sup> day of April, 2000.

  
Bernard Gliberman

RMM/MKM/server/d:/BrushPark-Community/Articles 3.30.00