

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

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CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Harbor Oaks Condominium Association

2. The identification number assigned by the Bureau is:

742-124

3. The location of the registered office is:

32500 Telegraph Road, Suite 206, Bingham Farms, Michigan 48025
 (Street Address) (City) (ZIP Code)

4. Articles VIII & IX of the Articles of Incorporation ^{are added} ~~is hereby amended~~ to read as follows:

Please see Articles VIII and IX attached hereto.

5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____

, 19_____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19_____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

6. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____

, 19_____ by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

☒ at a meeting. The necessary votes were cast in favor of the amendment.

☐ by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☐ by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 24th day of November, 1999

By Rose Mary Tyler

(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

ROSE MARY TYLER
(Type or Print Name)

PRESIDENT
(Type or Print Title)

Article VIII

Claims against Volunteers: Assumption of Volunteer Liability by the Corporation

Section 1. Claims against Volunteers. No person or entity shall bring or maintain a claim for monetary damages against a volunteer director, volunteer officer, or other volunteer of the Association for a volunteer director, volunteer officer, or other volunteer's acts or omissions. Any such claim shall be brought and maintained against the Association.

Section 2. Assumption of Volunteer Liability. The Association shall assume, pay for, and undertake all obligations and liability for any and all acts or omissions of its volunteer directors, volunteer officers, or other volunteers, 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 IX

Indemnification

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

Section 1. Individuals. The Association shall 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 (other than an action, suit, or proceeding by or in the right of the Association), by reason of the fact that he is or was a Director, officer, or employee of the Association, or is or was serving at the request of the Association as a Director, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, 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 Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

Section 2. Corporate Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit,

including all appeals, by or if the right of the Association to procure judgment in its favor by reason of the fact that he is or was a Director, officer, or employee of the Association, or is or was serving at the request of the Association as a director, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including actual and reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, 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 Association 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 3. Expenses. To the extent that a Director, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2, or in defense of any claim, issue, or matter therein, he 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 mandatory indemnification provided for herein.

Section 4. Determination of Right to Indemnification. Except in a situation governed by Section 3, any indemnification under Section 1 or 2 (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon determination that indemnification of the Director, officer, or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. 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 Association), 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 5. 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 Association 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 employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. 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 Articles of Incorporation, these 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 employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Directors and Officers Liability Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee of the Association, or is or was serving at the request of the Association as a Director, officer, or employee of another corporation (whether non-profit 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 Association would have the power to indemnify him against such liability under the provisions of this Article or of the Michigan Non-Profit Corporation Act.

To the extent that any provision of this Article IX conflicts with the provisions of Article VIII, the provisions of Article VIII shall be controlling.