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ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION *I Per Joy*

FEB 13 2018

ADMINISTRATOR CORPORATION

**LARA** Corporations Online Filing System  
Department of Licensing and Regulatory Affairs

Form Revision Date 07/2016

**RESTATED ARTICLES OF INCORPORATION**

For use by DOMESTIC NONPROFIT CORPORATION

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

The identification number assigned by the Bureau is:	<input type="text" value="800806487"/>
The present name of the corporation is:	<input type="text" value="BRYNMAWR CONDOMINIUM ASSOCIATION"/>
All former names of the corporation are:	<input type="text"/>
The date of filing the original Articles of Incorporation was:	<input type="text" value="12/9/1977"/>

ARTICLE I

The name of the corporation is: *Brynmawr Condominium Association*

ARTICLE II

The purpose or purposes for which the corporation is formed for:\*

- (a) To manage and administer the affairs of and to maintain Brynmawr Condominium, a condominium (hereinafter called the "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;
- (e) To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of said Corporation;
- (f) To make and enforce reasonable 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, for any 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; to secure by mortgage, pledge or other lien;
- (i) 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;
- (j) To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of Public Act of 1978, as amended; and
- (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 and operation of said Condominium and to the accomplishment of any of the purposes thereof.

ARTICLE III

The Corporation is formed upon  basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

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

The Corporation is formed on a  basis.

#### ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: JEFF GOURLIE  
2. Street Address: 40000 GRAND RIVER AVE. STE 100  
Apt/Suite/Other:  
City: NOVI  
State: MI Zip Code: 48375

3. Registered Office Mailing Address:

P.O. Box or Street  
Address:  
Apt/Suite/Other:  
City:  
State: Zip Code:

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

#### ARTICLE V EXISTENCE

THE TERM OF CORPORATE EXISTENCE IS PERPETUAL.

#### ARTICLE VI 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.

(B) MEMBERSHIP IN THE CORPORATION SHALL BE ESTABLISHED BY ACQUISITION OF FEE SIMPLE TITLE OR THE INTEREST OF A LAND CONTRACT VENDEE AS PER MCL 559.106(L) TO A UNIT IN THE CONDOMINIUM AND BY RECORDING WITH THE REGISTER OF DEEDS OF OAKLAND COUNTY MICHIGAN, 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 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.

#### ARTICLE VII NON-LIABILITY AND ASSUMPTION OF LIABILITY FOR DIRECTORS AND OFFICERS

SECTION 1. NON-LIABILITY OF DIRECTORS AND VOLUNTEER OFFICERS. TO THE EXTENT PERMITTED BY LAW, A DIRECTOR OR VOLUNTEER OFFICER OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR ANY ACTION TAKEN OR ANY FAILURE TO TAKE ACTION DUTY AS DIRECTOR OR VOLUNTEER OFFICER, EXCEPT LIABILITY FOR ANY OF THE FOLLOWING:

(A) FOR ANY BREACH OF AN OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS;

(B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT, A KNOWING VIOLATION OF THE LAW, OR WHICH INVOLVE THE INTENTIONAL INFLICTION OF HARM ON THE CORPORATION, ITS SHAREHOLDERS, OR MEMBERS;

(C) RESULTING FROM A VIOLATION OF MCL 450.2551;

(D) THE AMOUNT OF A FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED;

(E) FOR ANY ACT OR OMISSION THAT IS GROSSLY NEGLIGENT;

(F) AN INTENTIONAL CRIMINAL ACT;

(G) A LIABILITY IMPOSED UNDER SECTION MCL 450.2497 (A).

SECTION 2. ASSOCIATION'S ASSUMPTION OF LIABILITY. THE CORPORATION ASSUMES LIABILITY FOR ALL ACTS OR OMISSIONS OF VOLUNTEER OFFICERS AND VOLUNTEER DIRECTORS OCCURRING ON OR AFTER THE DATE OF THESE RESTATED 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.

IF THE MICHIGAN NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF OFFICERS OR DIRECTORS, THEN THE LIABILITY OF THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE ACT, AS SO AMENDED.

ANY REPEAL, MODIFICATION OR ADOPTION OF ANY PROVISION IN THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF THE OFFICERS AND DIRECTORS OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL, MODIFICATION OR ADOPTION.

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.

(b) These Restated Articles of Incorporation were duly adopted on 9/17/2017, in accordance with the provisions of Section 641 of the Act: (select one of the following)

This document must be signed by an authorized officer or agent:

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.

Signed this 29th Day of January, 2018 by:

Signature	Title	Title if "Other" was selected
Frederic Farrell	President	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline  Accept

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

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Gregory J. Fioritto (P 61893)

Address

44670 Ann Arbor Road Suite 170

City

Plymouth

State

MI

ZIP Code

48170

EFFECTIVE DATE:



Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.



**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:

Brynmawr Condominium Association

2. The identification number assigned by the Bureau is:

800806487

3. All former names of the corporation are:

none

4. The date of filing the original Articles of Incorporation was: December 9, 1977

*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:

Brynmawr Condominium Association

**ARTICLE II**

The purpose or purposes for which the corporation is organized are:

Please refer to the attachment.

ARTICLE III

- 1. The corporation is organized on a nonstock basis.  
(stock or nonstock)
- 2. If organized on a stock basis, the aggregate number of shares which 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 are as follows:

- 3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")  
none

and the description and value of its personal property assets are: (if none, insert "none")  
Cash deposits of \$

(The valuation of the above assets was as of \_\_\_\_\_, 2017 )  
The corporation is to be financed under the following general plan:  
assessment of members

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

ARTICLE IV

- 1. The name of the resident agent is: Jeff Gourlie
- 2. The address of the registered office is:  
40000 Grand River Ave. Ste. 100 Novi, Michigan 48375  
(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.)

Please see the attachment hereto.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETED SECTION (b).

- a.  These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this \_\_\_\_\_ day of \_\_\_\_\_,

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

- b.  These Restated Articles of Incorporation were duly adopted on the 17<sup>th</sup> day of September, 2017, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and:  
(Check one of the following)


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 organized on a directorship basis.

were duly adopted by the 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. 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).

Signed this 7 day of DECEMBER, 2017

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

Frederic Farrell  
(Type or Print Name)

President  
(Type or Print Title)

Preparer's Name Gregory J. Fioritto

Business telephone number ( 734 ) 459-0062

### INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.  
  
Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation required adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)  
Item 5(a): must be signed in ink by an authorized officer or agent.  
Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....**\$10.00**

**Submit with check or money order by mail:**

Michigan Department of Licensing and Regulatory Affairs  
Corporations, Securities & Commercial Licensing Bureau  
Corporations Division  
P.O. Box 30054  
Lansing, MI 48909

**To submit in person:**

2501 Woodlake Circle  
Okemos, MI  
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

**MICH-ELF (Michigan Electronic Filing System):**

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.