

RCRFD-111(Rev. 6/01/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
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Name David S. Koast / Molsner & Associates, P.C.		
Address 30200 Telegraph Road, Suite 467		
City	State	Zip Code
Bingham Farms, MI		48025-4506
		EFFECTIVE DATE:

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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:	Parkdale Manor Condominium Association
2. The identification number assigned by the Bureau is:	788080
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	October 1, 1970

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:	Parkdale Manor Condominium Association
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ARTICLE II

The purpose or purposes for which the corporation is organized are: SEE ATTACHED ARTICLE II
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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")

Real Property: None

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

Personal Property: \$300.00

(The valuation of the above assets was as of July 31, 2006)

The 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.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
6632 Telegraph Road, Suite 347, Bloomfield Hills, Michigan 48301
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
Same, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Highlander Group, Inc.

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

SEE ATTACHED ARTICLES V, VI, VII, VIII and IX

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE 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 _____ 10th _____ day of _____ August _____, 2006 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 24 day of August, 2006

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

Mark Raymond, President
(Type or Print Name) (Type or Print Title)

PARKDALE MANOR CONDOMINIUM ASSOCIATION

RESTATED ARTICLES OF INCORPORATION

ARTICLES II, V, VI, VII, VIII and IX

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, Parkdale Manor Apartments, a condominium (hereinafter referred to as the "Condominium") and its Common Elements;
- (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, corporations or other agents to assist in the management, operation, maintenance and administration of the Condominium;
- (f) To make and enforce reasonable rules, regulations, resolutions, and/or policies concerning the use and enjoyment of the Condominium;
- (g) To acquire, own, 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;
- (h) To grant easements, rights-of-entry, rights-of-way, and licenses to, through, over, and with respect to the Common Elements 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;
- (i) 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;
- (j) To enforce the provisions of the Master Deed and Condominium Bylaws, these Articles of Incorporation, the Corporate Bylaws and such rules and regulations of this Corporation as may hereinafter be adopted.
- (k) To do anything required of or permitted to it as administrator of the Condominium by the Condominium Master Deed or Bylaws, by Act No. 59 of the Public Acts of 1978, as amended, or by Act No. 229 of the Public Acts of 1963, as amended.
- (l) 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 V

The term of the corporation's 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 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 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, 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 Bylaws of this Corporation.

ARTICLE VII

Section 1. Neither a volunteer director, as defined in Section 110(2) of Act No. 162 of the Public Acts of 1982, as amended, nor a volunteer officer is 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 this Amendment granting limited liability.
- (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 this Amendment granting limited liability 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 XI 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.

Section 6. 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 a director in his or her capacity as a director. "Nondirector volunteer" or "volunteer officer" means an individual, other than a volunteer director, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

ARTICLE VIII

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, if any, 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 IX

No contract or other transaction between this corporation and any other corporation, firm, or association shall be subject to cancellation because one or more of the directors or officers of the corporation are interested in or are directors or officers of the other corporation, firm, or association. Any individual director or officer may be a party to or may be interested in any contract or transaction of the corporation. However, the contract or other transaction must be fair and reasonable to the corporation when it is authorized, approved, or ratified, and the individual must disclose the material facts about the relationship or interest to the Board of Directors before it authorizes, approves, or ratifies the contract or transaction by a sufficient vote that does not include the vote of the interested director or officer. Any person who becomes a director or an officer of the corporation is relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of that person or any firm, association, or corporation in which the person is otherwise interested in as stated in this article.