

Michigan Department Of Energy, Labor & Economic Growth

Filing Endorsement

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION
for***

GREENBROOKE PARKHOMES CONDOMINIUM ASSOCIATION

ID NUMBER: 848066

received by facsimile transmission on June 29, 2009 is hereby endorsed

Filed on June 29, 2009 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 29TH day
of June, 2009.***

, Director

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

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

Meisner & Associates, P.C.

Address

30200 Telegraph Road, Suite 467

City

Bingham Farms

State

MI

ZIP Code

48025-4506

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

EFFECTIVE DATE:

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: **Greenbrooke Parkhomes Condominium Association**

2. The identification number assigned by the Bureau is:

848-066

3. Article V, Section 4 (d) of the Articles of Incorporation is hereby amended to read as follows:

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation. Notwithstanding the above, a member entitled to vote at an election for directors may vote, in person, by proxy, or by electronic transmission as defined by 2008 Act 9, Michigan Nonprofit Corporation Act; MCL 450.106(3).

4. Article XI is amended and restated as provided on pages 2 and 3 hereof.

5. Article XII is hereby added to the Articles of Incorporation per attached page 3 hereof.

ARTICLE XI

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 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 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.

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 XII

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. Such a consent may be transmitted electronically, as defined by 2008 Act 9, Michigan Nonprofit Corporation Act, and shall contain information from which it can be determined by the Association that it was duly transmitted by the member, or by a person authorized to act for the member, and it shall include the date on which it was transmitted, which shall be the date on which consent was signed for purposes of the vote. The electronic transmission shall be reproduced in paper form and delivered by hand or by mailing to the Association at its principal office, or to an officer or agent of the Association, in order to be counted.

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of May, 2009 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- ☒ members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of the members or shareholders 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 members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 17th day of June, 2009

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

Lathus Hall

(Type or Print Name)

President

(Type or Print Title)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
(FOR BUREAU USE ONLY)	Date Received JUN 24 1992

FILED

JUL 14 1992

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations

(Please read information and instructions on 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: Greenbrooke Parkhomes Condominium Association

2. The corporation identification number (CID) assigned by the Bureau is:

8	4	8	-	0	6	6
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3. The location of its registered office is:

6230 Orchard Lake Rd., Suite 200, West Bloomfield, Michigan 48322
(Street Address) (City) (ZIP Code)

4. (a) Sections 2, 3 and 4 of Article VII are hereby deleted in their entirety.

(b) Article XII of the Articles of Incorporation is hereby added to read as follows:

See Page 2

FC

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. ☐ 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____

(Signatures of all incorporators; type or print name under each signature)

b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 7th day of May, 1992. The amendment: (check one of the following)

☒ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was 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.)

☐ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 11 day of June, 1992

By Stephen J. Zelle
(Signature)

Stephen J. Zelle, President

(Type or Print Name)

(Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

Meisner and Hodgdon, P.C.

Meisner and Hodgdon, P.C.
30200 Telegraph Rd.
Suite 467
Bingham Farms, MI 48025-4506

Preparer's name and business
telephone number:

Meisner and Hodgdon, P.C.

(313) 644-4433

INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, 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 section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. 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 has members, the members are not entitled to votes.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators listed in Article V of the Articles of Incorporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. FEES: Filing fee (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — 1/2 mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

Art XII

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 by written ballot of the members. Ballots shall 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 shall specify:

- (a) The number of responses needed to meet the quorum requirements;
- (b) The percentage of approvals necessary to approve the action; and
- (c) The time by which ballots must be received in order to be counted.


The form of written ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the member specifies a choice, the vote shall be cast in accordance therewith. Approval by written ballot shall be constituted by receipt within the time period specified in the solicitation of:

- (i) A number of ballots which equals or exceeds the quorum which would be required if the action were taken at a meeting; and
- (ii) A number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of ballots cast.

FORM 28 (11-67)

STATE OF MICHIGAN
DEPARTMENT OF TREASURY
CORPORATION DIVISION
LANSING, MICHIGAN

(THIS IS A PART OF THE ATTACHED CORPORATE DOCUMENT AND SHOULD NOT BE DETACHED)

DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
DATE RECEIVED	<div>FILED Michigan Department of Treasury JUL - 9 1971  STATE TREASURER</div>
JUN 24 1971	
JUL - 8 1971	
NAME OF CORPORATION Greenbrooke Parkhomes Condominium Association	
CORPORATE DOCUMENT articles of incorporation	

NON-PROFIT
ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the Incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1931, as amended, as follows:

ARTICLE I - NAME

The name of the corporation is: GREENBROOKE
PARKHOMES CONDOMINIUM ASSOCIATION.

ARTICLE II

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

(a) To do and perform all things reasonably necessary, convenient, permitted or required to be done by it as administrator of a Condominium Project pursuant to Act No. 229 of Public Acts 1963, as from time to time amended;

(b) To maintain, manage and administer the affairs, the real estate and other property of the Greenbrooke ParkHomes Condominium Association;

(c) To levy, collect and enforce assessments from the members, and to use the proceeds thereof for the purposes of the Condominium;

(d) To carry insurance on all of the real estate comprising the Condominium; as well as any personalty of the corporation, exclusive of any coverage for contents and personal effects belonging to any of the members; to collect all premiums and charges for same from the members; and to use, reimburse, or expend the proceeds for the rebuilding, repair, renovation, rehabilitation, and/or replacement of any loss or damage to any of the above property, as provided in the By-Laws.

(e) To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration of said Condominium;

(f) To make and enforce reasonable regulations concerning the use and enjoyment of said Condominium including the Community Facility and the common elements;

(g) To own, maintain and improve and to buy, sell, convey, assign, mortgage or lease real and personal property;

(h) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, pledge or other lien;

(i) To do all things necessary or convenient to assist and enable members to obtain from the Federal Housing Commissioner, contracts or mortgage insurance relative to Apartments in the Condominium pursuant to applicable provisions of the National Housing Act, as amended;

(j) To do anything required of or permitted to it as administrator of said Condominium by the Condominium By-Laws or by Act No. 229 of the Public Acts of 1963, as from time to time amended;

(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 - REGISTERED OFFICE

Location of the first registered office is: 18610 West Eight Mile Road Southfield, Oakland County, Michigan 48075.

Post Office address of the first registered office
is: 18610 West Eight Mile Road, Southfield, Oakland County,
Michigan 48075.

ARTICLE IV - RESIDENT AGENT

The name of the First Resident Agent is Edward B.
Stulberg.

ARTICLE V - MEMBERSHIP

Section 1. Said corporation is organized upon a non-stock basis.
There shall be a total of not to exceed 200 members of the
corporation, representing the proposed number of Apartments in
the Condominium Association.

Section 2. The amount of assets which said corporation possesses
is:

Real Property	-	-0-
Personal Property	-	\$1,000.00

Section 3. Said corporation is to be financed under the follow-
ing general plan: Assessment of Members.

Section 4. The qualifications of members, the manner of their
admission to the corporation and voting by such members shall be
as follows:

(a) Each Co-owner of an Apartment in the
Condominium shall be a member of the corporation, and no other
person or entity shall be entitled to membership except that the
Developer shall be a member so long as it owns an Apartment in
the Condominium.

(b) Membership in this Condominium (not including
the Developer) shall be established by recording with the
Register of Deeds, Oakland County, Michigan, a deed or other
instrument establishing record title to an Apartment in the

Condominium in the name of such Co-owner, and the delivery to the corporation of a certified copy of such instrument, upon transfer of an Apartment by a Co-owner. The new Co-owner qualifies for membership immediately upon the completion of the above procedures. The former Co-owner thereupon ceases to be a member, and is no longer entitled to any rights or privileges in the Condominium whatsoever.

(c) The share of a Co-owner in the funds and assets of the corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his Apartment in the Condominium.

(d) Voting by members shall be in accordance with the provisions of the By-Laws and the Rules of this corporation.

ARTICLE VI - INCORPORATORS

Section 1. The names and business addresses of each of the Incorporators are as follows:

<u>Name</u>	<u>Business Address</u>
Edward B. Stulberg	18610 West Eight Mile Road, Southfield, Michigan
David Logel	18610 West Eight Mile Road, Southfield, Michigan
Michael E. Moran	18610 West Eight Mile Road, Southfield, Michigan
Wayne Croft	18610 West Eight Mile Road, Southfield, Michigan
R. R. Dolson	18610 West Eight Mile Road, Southfield, Michigan

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The names and business addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Business Address</u>
Edward B. Stulberg	18610 West Eight Mile Road, Southfield, Michigan
David Logel	18610 West Eight Mile Road, Southfield, Michigan
Michael E. Moran	18610 West Eight Mile Road, Southfield, Michigan
Wayne Croft	18610 West Eight Mile Road, Southfield, Michigan
R. R. Ison	18610 West Eight Mile Road, Southfield, Michigan

Section 2. (a) The first Board of Directors shall consist of the Incorporators or, in the case of death, resignation or inability to serve, such additional person or persons as the

remaining Incorporators shall select to the end that there be five (5) Directors on the first Board.

(b) Within ninety (90) days after the sale of eighty (80%) per cent of the Apartments in the Condominium and the qualification of the purchasers thereof as members herein, the first annual meeting of the Association shall be called at which time the number of Directors shall be increased to nine (9) as set forth in the By-Laws.

Section 3. The Board of Directors may from time to time, with the approval of a majority of the members in value at any regular meeting of the Association, make and adopt rules for the conduct of business of the Condominium.

Section 4. Officers shall be elected as provided for in the By-Laws.

ARTICLE VIII

The term of the corporate existence is perpetual.

ARTICLE IX

The corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner and shall be bound by the terms thereof to enable said Commissioner to carry out the terms of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the corporation and its members, so long as a mortgage is outstanding, unpaid and insured or held or an Apartment owned by the Federal Housing Commissioner, or as long as said Commissioner is required to insure a mortgage covering any Apartment in the Condominium.

ARTICLE X

By-Laws may be made, adopted, altered, amended or repealed by the hereinabove named first Board of Directors to the

first annual meeting of the Co-owners as members. After the first said annual meeting of Co-owners, the By-Laws may only be made, adopted, altered, amended or repealed by the vote of such members, in the manner prescribed in the By-Laws.

We, the Incorporators, sign our names this 23rd day of June, 1971.


Edward B. Stulberg


David Logel

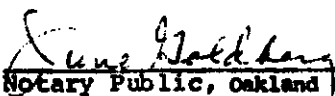

Michael E. Moran


Wayne Croft


Robert R. Dolson

STATE OF MICHIGAN)
) SS:
COUNTY OF OAKLAND)

On this 23rd day of June, 1971,
before me personally appeared Edward B. Stulberg, David Logel,
Michael E. Moran, Wayne Croft and Robert R. Dolson, to me known to be
the persons described in and who executed the foregoing instrument,
and acknowledged that they executed the same as their free act and
deed.


Notary Public, Oakland County, Michigan
June Goldberg

My Commission Expires August 25, 1973.