

# ***Michigan Department of Licensing and Regulatory Affairs***

## ***Filing Endorsement***

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT***

***for***

***NICHWAGH RIDGE ASSOCIATION***

***ID NUMBER: 784513***

***received by facsimile transmission on July 8, 2011 is hereby endorsed***

***Filed on July 11, 2011 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 11TH day of July, 2011.***

***Director***

***Bureau of Commercial Services***

**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

Madison Crest Business Law, PLLC

Address

P. O. Box 177

City

South Lyon

State

MI

ZIP Code

48178

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:

NICHWAGH RIDGE ASSOCIATION

2. The identification number assigned by the Bureau is:

784513

3. All former names of the corporation are:

4. The date of filing the original Articles of Incorporation was: February 10, 2003

*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:

Nichwagh Ridge Association

**ARTICLE II**

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

To provide for the operation, maintenance and management of the Nichwagh Ridge Association, pursuant to the Master Deed, Bylaws, and statutes. 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 the Nichwagh Ridge Condominiums and the Association, and to the accomplishment of any of the purposes thereof not forbidden, and with all power conferred by the laws of the State of Michigan.

### 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 on hand \$13,000

(The valuation of the above assets was as of January 10, 2011)

The corporation is to be financed under the following general plan:

Membership dues, special assessments and any other manner permitted under the Master Deed or Bylaws.

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

### ARTICLE IV

1. The name of the resident agent is: Beth Adelsperger
2. The address of the registered office is:  
13911 Forest Ridge Circle South Lyon Michigan 48178  
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office, if different than above:  
13911 Forest Ridge Circle South Lyon Michigan 48178  
(Street Address or P.O. Box) (City) (ZIP Code)



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

Article V: Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing

**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 24th day of May, 2011, 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 22 day of June, 2011

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

X Brian Badrak  
(Type or Print Name)

X President  
(Type or Print Title)

## **RESTATED ARTICLES OF INCORPORATION**

**-continued-**

**Article VI: To the fullest extent permitted by law, as the same exists now or may hereafter be amended, the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if the following is 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 motor vehicle for which tort liability may be imposed as provided in MCL 500.3135.**

**Article VII: No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Act, or a volunteer officer shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that 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 law;**
- c. A violation of section 551(1) of the Act;**
- d. A transaction from which the director or officer derived an improper personal benefit;**
- e. An act or omission occurring before the filing of these restated articles of incorporation; or**
- f. An act or omission that is grossly negligent.**

If the Act is amended after the filing of these restated articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in article VII, shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of article VII shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Article VIII: When a compromise or arrangement of a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within this state, on application of this corporation or of a creditor thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing  $\frac{3}{4}$  in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors.

THE END