

**BRADFORD OF NOVI HOMEOWNER'S ASSOCIATION**

**RESTATED ARTICLES OF INCORPORATION**

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

1. The present name of the corporation is:

BRADFORD OF NOVI HOMEOWNER'S ASSOCIATION

2. The identification number assigned by the Bureau is:

800819568

3. The former names of the corporation are:

None

4. The date of filing the original Articles of Incorporation was:

August 5, 1987.

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation and are filed for the purpose of changing from a nonprofit corporation subject to 1982 PA 162, as amended to a profit corporation subject to 1972 PA 284 as amended:*

**ARTICLE I**

**Name**

The name of the corporation is:

BRADFORD OF NOVI HOMEOWNER'S ASSOCIATION.

**ARTICLE II**

**Powers and Duties**

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

1. To maintain and operate, the common entranceway and other common areas, for the benefit of homeowners in Bradford of Novi Subdivision, Bradford of Novi Subdivision No. 2, and Bradford of Novi Subdivision No. 3.
2. To levy and collect assessments against and from the members of the Corporation.
3. To carry insurance, and to collect and allocate the proceeds thereof.

4. To rebuild improvements after casualty.
5. To contract for and employ persons, firms, corporations, or other agents to assist in the management, operation, maintenance, and administration of the Subdivisions.
6. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage, or lease any real or personal property (including any Lot in the Subdivisions and easements, rights-of-way and licenses) on behalf of the Corporation in furtherance of any of the purposes of the Corporation;
7. To grant easements, rights-of-entry, rights-of-way, and licenses to, through, over, and with respect to the Common Areas of the Subdivisions 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 Areas of the Subdivisions;
8. To borrow money and issue evidences of indebtedness in furtherance of all the purposes of the Association and to secure the same by mortgage, pledge, or other lien on property owned by the Association.
9. To make and enforce reasonable rules, regulations, resolutions, and/or policies concerning the use and enjoyment of the Subdivisions.
10. To enforce the provisions of the Third Amended and Restated Declaration of Easements, Covenants and Restrictions for Bradford of Novi Subdivision, Bradford of Novi Subdivision No. 2, and Bradford of Novi Subdivision No. 3, and these Articles of Incorporation and rules and regulations of this Corporation as may hereinafter be adopted;
11. To do anything required of or permitted to it by the Michigan Nonprofit Corporation Act.
12. 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 Subdivisions and to the accomplishment of any of the purposes thereof.

### **ARTICLE III**

#### **Organization**

1. The corporation is formed on a nonstock basis.
2. The corporation is to be financed under the following general plan:

Assessment of members owning Lots in the Subdivisions

### **ARTICLE IV**

#### **Registered Office and Resident Agent**

1. The name of the resident agent is:

Rinaldo J. Pace.

2. The address of the registered office is:

22491 Dartmoor Dr., Novi, MI 48374

3. The mailing address of the registered office, if different than above:

P.O. Box 198, Novi, MI 48374

## **ARTICLE V**

### **Term of Existence**

The term of corporate existence is perpetual.

## **ARTICLE VI**

### **Membership and Voting**

1. Every Owner shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot.
2. Each Owner shall be entitled to one vote for each Lot owned. When more than one person owns an interest in a Lot, all such persons shall be Members and the vote for such Lot shall be exercised by the designated representative of the Co-Owners as they shall determine. The name of the designated representative shall be provided to the Association in writing at least ten (10) days prior to any meeting at which said designee intends to vote. In the case of a Lot Split, the vote for such Lot shall be exercised by the designated representative of the resulting Owners as they shall determine. In no event shall more than one vote be cast with respect to any one Lot. If notice of a designated representative is not properly given, the vote related to a Lot will be suspended in the event more than one person seeks to exercise said vote.

## **ARTICLE VII**

### **Action without Meeting**

- (1) Any action the members are required or permitted by the Act to take at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote, if written consents, setting forth the action taken, are signed and dated by members or their proxies that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted. The corporation shall give prompt notice of any corporate action taken without a meeting by less than unanimous written consent to those members that did not consent to the action in writing.

- (2) If the members take an action by written consent under subsection (1) that would require filing of a certificate under any other section of the Act if the action had been taken at a meeting of the members, the certificate filed under that other section shall state, in lieu of any statement required by that section concerning a vote of members, that both written consent and written notice have been given as provided in subsection (1).
- (3) Any action the members are required or permitted by the Act to take at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote, if before or after the action all the members entitled to vote on the action or their proxies consent to the action in writing. If the members take an action by written consent under this subsection that requires filing of a certificate under any other section of the Act if the action had been taken at a meeting, the certification filed under the other section shall state, in lieu of any statement required by that section concerning a vote of the members, that written consent has been given as provided in this subsection.
- (4) An electronic transmission that consents to an action that is transmitted by a member or proxy holder, or by a person authorized to act for the member or proxy holder, is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the corporation can determine that the electronic transmission was transmitted by the member or proxy holder, or by a person authorized to act for the member or proxy holder, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section. A consent given by electronic transmission is not delivered until it is reproduced in paper form and the paper form is delivered to the corporation by delivery to its registered office in this state, its principal office in this state, or an officer or agent of the corporation that has custody of the book in which proceedings of meetings of members are recorded. Delivery to the corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Delivery to the corporation's principal office in this state or to an officer or agent of the corporation that has custody of the book in which proceedings of meetings of members are recorded shall be made by hand, by certified or registered mail, return receipt requested, or in any other manner provided in the articles of incorporation or bylaws or by resolution of the board of directors of the corporation.

## **ARTICLE VIII**

### **Claims against Volunteers, Assumption of Liability by the Corporation**

- (1) A director or volunteer officer shall not be liable to the corporation or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:
  - (a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
  - (b) Intentional infliction of harm on the corporation or its members.
  - (c) A violation of section 551 of the Act.
  - (d) An intentional criminal act.

- (e) A liability imposed under section 497(a) of the Act.
- (2) A provision that 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 the provision that grants 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 under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

## **ARTICLE IX**

### **Indemnification**

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

**SECTION 1. THIRD PARTY ACTIONS.** The Association shall indemnify any person who was, or is, or may become a party to any completed, pending or potential action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, officer, employee, nondirector volunteer, or agent of the Association or is or was serving at the request of the Association as a Director, officer, employee, nondirector volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual attorneys' fees), judgments, penalties fines 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 he reasonably believed to be in, or not opposed to, the best interests of the Association or its Members, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was not unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere*, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association or its Members, and, with respect to any criminal action or proceeding, shall not create a presumption that such person had reasonable cause to believe his conduct was unlawful.

**SECTION 2. ACTIONS IN THE RIGHT OF THE ASSOCIATION.** The Association shall indemnify any person who was, is, or threatened to be made a party of, any completed, pending or potential action or suit by, or in the right of, the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, nondirector volunteer, or

agent of the Association or is or was serving at the request of the Association as a Director, officer, employee, nondirector volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including 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 the best interests of the Association or its Members, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for:

- (a) Any breach of the director's duty of loyalty to or intentional infliction of harm on the corporation or its members.
- (b) Any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or intentional criminal act.
- (c) Any violation of Section 551 of the Act.
- (d) Any transaction from which the director derived an improper personal benefit, and the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- (e) Any act or omission occurring before the date this document is filed.
- (f) Any act or omission that is grossly negligent.
- (g) A liability imposed under section 497(a) of the Act.

**SECTION 3. AUTHORIZATION OF INDEMNIFICATION.** Any indemnification under Article VII, Sections 1 and 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Article VII, Sections 1 and 2. Such determination shall be made in either the following ways:

- (a) By a majority vote of a quorum of the board that consists of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If the board is unable to obtain a quorum under subdivision (a), by majority vote of a committee that is duly designated by the board and that consists solely of 2 or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- (c) By independent legal counsel in a written opinion. The corporation must select counsel to prepare the opinion in 1 of the following ways:
  - (i) By the board or a committee of directors in the manner described in subdivision (a) or (b).
  - (ii) If the board is unable to obtain a quorum under subdivision (a) and the board is unable to designate a committee under subdivision (b), by the board.

(d) By the members, but memberships held by directors, officers, employees, nondirector volunteers, or agents that are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

**SECTION 4. INSURANCE.** The Association shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, 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 power to indemnify him against such liability under Sections 1 and 2 of this Article IX.

**Adoption**

These Restated Articles of Incorporation were duly adopted by the members on the \_\_\_\_\_ day of \_\_\_\_\_, 2020, in accordance with the provisions of section 641 of the Act. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2020

**X**

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Robert Raymond  
President

DOCUMENT WILL BE RETURNED TO  
Tilchin & Hall, P.C.  
21800 Haggerty Rd., Ste. 218  
Northville, MI 48167

Name of person or organization remitting fees:  
Tilchin & Hall, P.C.

Preparer's name and business address:  
Adam Randall (P73758)  
Tilchin & Hall, P.C.  
21800 Haggerty Rd., Ste. 218  
Northville, MI 48167  
(248) 349-6203

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