

**RECEIVED****ARTICLES OF INCORPORATION****DEC 01 1992****OF****West Point Hills Subdivision Homeowners Association****MICHIGAN DEPT. OF COMMERCE  
CORPORATION & SECURITIES BUREAU**

These Articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Act No. 162 of the Public Acts of 1982, as follows:

**ARTICLE I****NAME**

The name of the corporation is West Point Hills Subdivision Homeowners Association. ✓

**ARTICLE II****PURPOSE**

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

- (a) To manage and administer the affairs of and to maintain West Point Hills Subdivision Homeowners Association, in accordance with the Restrictions, as hereinafter defined;
- (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, all in accordance with the Restrictions, as hereinafter defined;
- (c) To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of the Corporation;
- (d) To make and enforce such rules and regulations as are permitted by the covenants, restrictions, easements and assessment liens applicable to the subdivision property as filed and recorded at Liber 1395, pages 0270, et seq., Livingston County Records ("Restrictions");

- (e) 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 easements or licenses or any other real property, whether or not contiguous to the subdivision property for the purpose of providing benefit to the members of the Corporation and in furtherance of any of the purposes of the Corporation;
- (f) To enforce the provisions of the Restrictions and of these Articles of Incorporation and such By-Laws of this Corporation as may hereinafter be adopted;
- (g) To promote the welfare of the members of the Corporation by supervising, maintaining and beautifying the subdivision in which the members are located, by representing the members before governmental boards and bodies and by promoting special and recreational activities; and
- (h) 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 Corporation and to the accomplishment of any of the purposes thereof.

### ARTICLE III

#### ORGANIZATION

This Association is organized upon a non-stock membership basis.

The Association has no real property assets or personal property assets.

The Association is to be financed by assessment of members.

ARTICLE IV

REGISTERED OFFICE

The location of the first registered office is:

11165 Silver Road  
P.O. Box 726  
Hamburg, Michigan 48139-0726

The name of the first resident agent at the registered office is:

W. Thomas Rea

ARTICLE V

INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence or Business Address</u>
W. Thomas Rea	P.O. Box 726 Hamburg, Michigan 48139-0726

ARTICLE VI

The term of corporate existence is perpetual.

I, the sole incorporator, sign my name this 30<sup>th</sup> day of  
~~December~~ <sup>November</sup>, 1992.

  
W. Thomas Rea

**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.**

THE HEIKKINEN LAW FIRM, P.C.  
110 NORTH MICHIGAN AVENUE  
HOWELL, MICHIGAN 48843

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received  <b>APR 23 1998</b>		(FOR BUREAU USE ONLY)  <b>FILED</b>  <b>APR 30 1998</b>  Administrator MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU
Name <b>Mark F. Makower &amp; Associates</b>		
Address <b>28535 Orchard Lake Road, Suite 100</b>		
City <b>Farmington Hills</b>	State <b>Michigan</b>	

Document will be returned to the name and address you enter above

**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 (non profit corporations), the undersigned corporation executes the following Certificate:*

1 The present name of the corporation is:

**West Point Hills Subdivision  
Homeowners Association**

2 The identification number assigned by the Bureau is:

**852-826**

3. The location of the registered office is:

**8353 Constitution Blvd,** **Pinckney** **Michigan** **48169**  
(Street Address) (City) (Zip Code)

4. Article **VII & VIII** of the Articles of Incorporation is hereby amended to read as follows:  
**(Articles VII and VIII are added to read as follows):**

**SEE ATTACHED ADDENDUM.**

## Article VII

### Claims against Volunteers; Assumption of Volunteer Liability by the Corporation

Section 1. Claims against Volunteers. No person or entity shall bring or maintain a claim for monetary damages against a volunteer director, volunteer officer, or other volunteer of the Corporation for a volunteer director, volunteer officer, or other volunteer's acts or omissions. Any such claim shall be brought and maintained against the Corporation.

Section 2. Assumption of Volunteer Liability. The Corporation shall assume, pay for, and undertake all obligations and liability for any and all acts or omissions of its volunteer directors, volunteer officers, or other volunteers, 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.

## Article VIII

### Indemnification

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

Section 1. Individuals. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, 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 which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

Section 2. Corporate Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including actual and reasonable 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 in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

Section 3. Expenses. To the extent that a Director, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith and in any action, suit or proceeding brought to enforce the mandatory indemnification provided for herein.

Section 4. Determination of Right to Indemnification. Except in a situation governed by Section 3, any indemnification under Section 1 or 2 (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director, officer, or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by a majority vote of Directors acting at a meeting at which a quorum consisting of Directors who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation), in a written opinion, or (c) if such a quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action (such committee shall consist of not less than two (2) disinterested Directors), or (d) by the shareholders or members.

Section 5. Advance Payment of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. Rights Not Exclusive. The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled as a matter of law or under the Articles of Incorporation, these Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article shall continue as to a person who has ceased to be a

Director, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Directors and Officers Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, or employee of another corporation (whether non-profit or for profit), 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 Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Michigan Non-Profit Corporation Act.

To the extent that any provision of this Article VII conflicts with the provisions of Article VIII, the provisions of Article VIII shall be controlling.



5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

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\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

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

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

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

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

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

6. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 6th day of April, 1998 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

☒ at a meeting. The necessary votes were cast in favor of the amendment

☐ by 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 if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. 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.)

☐ by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 6th day of April, 1998

By Fredrick J. Goetz  
(Signature of President, Vice-President, chairperson or vice-chairperson)

FREDERICK J. GOETZ PRESIDENT  
(Type or Print Name) (Type or Print Title)