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OCT 26 2023

ADJUSTED PURSUANT TO
TELEPHONE AUTHORIZATION
CLASSIC AAA 14

Chk# 4960
\$20.00

NON-PROFIT

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OCT 30 2023

ADMINISTRATOR
CORPORATIONS DIVISION

Pursuant to the provisions of Act No. 162 of the Public Acts of 1982, as amended (the "Act"), Glennborough Homeowners Association (the "Association") whose original Articles of Incorporation was filed May 2, 1994 executes the following:

1. The present name of the corporation is Glennborough Homeowners Association.
2. The identification number assigned by the Bureau is #800805505.
3. There are no former names of the corporation.
4. The filing date of the original Articles of Incorporation was May 2, 1994.

ARTICLE I.

The name of the corporation is Glennborough Homeowners Association.

ARTICLE II.

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

- (a) To manage and administer the affairs of Glennborough, a residential building site condominium (hereinafter called the "Condominium") and to maintain the Condominium and the common elements thereof;
- (b) To levy and collect assessments against and from the members of the Association and to use the proceeds thereof for the purposes of the Association, to enforce assessments through liens and foreclosure proceedings when appropriate, and to impose late charges for nonpayment of assessments;
- (c) To carry insurance and to collect and allocate the proceeds thereof;
- (d) To rebuild improvements to the common elements after casualty, subject to all of the other applicable provisions of the Condominium Documents
- (e) To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance, and administration of the Condominium, including fulfilling drainage responsibilities within individual units;
- (f) To make reasonable rules and regulations governing the use and enjoyment of the Condominium by members and their tenants, guests, employees, invitees, families and pets and to enforce such rules and regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings;

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- (g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as landlord or tenant) any real or personal property, or any interest therein, (including, any unit in the Condominium, and easements, rights-of-way and licenses) for the purpose of providing benefit to the members of the Association and in furtherance of any of the purposes or obligations of the Association;
- (h) To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Association and to secure the same by mortgage, pledge or other lien (subject to any limitations thereof in the Amended and Restated Bylaws);
- (i) To enforce the provisions of the Consolidated Master Deed, the Amended and Restated Bylaws, these Amended and Restated Articles of Incorporation and the rules and regulations of the Association as may hereafter be adopted or any of the foregoing may be modified;
- (j) To make rules and regulations the purposes of which are to enable owners to obtain mortgage loans which are acceptable for purchase by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Government National Mortgage Association, and/or any other agency of the Federal Government or the State of Michigan.
- (k) To levy, collect and disburse fines against and from the members of the Association after notice and hearing thereon and to use the proceeds thereof for the purposes of the Association.
- (l) To assert, defend or settle claims on behalf of all owners in connection with the common elements of the Condominium. The Board of directors shall provide at least a ten (10) day written notice to all owners on actions proposed by the Board of directors with regard thereto.
- (m) To make and perform any contract 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.

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

The amount of assets which said Association possesses is:

Real Property	None
Personal Property	None

Said Association is to be financed under the following general plan:

Assessment of members

ARTICLE IV.

Location and address of the registered office is: 2391 Pontiac Road, Auburn Hills, Michigan 48326.

The name of the resident agent is: In Rhodes Management, Inc.

ARTICLE V.

Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by 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 therein were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE VI.

The qualifications of members, the manner of their admission to the Association, the termination of membership, and voting by such members shall be as follows:

- (a) Each owner of a lot in the Condominium shall be a member of the Association, and no other person or entity shall be entitled to membership.
- (b) Membership in the Association shall be established by acquisition of fee simple title to a lot in the Condominium, or purchase of a lot on a land contract, and by recording with the Register of Deeds of Washtenaw County, Michigan, a deed or other instrument establishing a change of record title to such lot and the furnishing of evidence of same satisfactory to the Association, the new owner thereby becoming a member of the Association, and the membership of the prior owner thereby being terminated.
- (c) The share of a member in the funds and assets of the Association cannot be assigned, pledged, encumbered, or transferred in any manner except as an appurtenance to such member's lot in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the By-Laws of the Association.

ARTICLE VII.

1. No volunteer director or volunteer officer will be liable to the Association 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 Association 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. The Association assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the date of these Amended and Restated Articles of Incorporation 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.

3. Any repeal or modification of this ARTICLE VII by the Association shall not adversely affect any right or protection of any person existing under this ARTICLE VII at the time of, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification. If the liability of a volunteer director or volunteer officer might be limited or eliminated under more than one of Sections 1, 2, and 3 of this ARTICLE VII, then the provision or provisions offering the maximum protection to the director or volunteer officer will apply. If after the adoption of these Amended and Restated Articles of Incorporation, the 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 will not be liable to the Association or its members as provided in the Act, as so amended.

ARTICLE VIII.

1. The Association shall, to the fullest extent permitted by applicable law (including Section 450.2561 of the Act), indemnify any person that was or is a party or is threatened to be made a party to a threatened, pending or completed action or suit by reason of the fact that the person 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, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not. However, the Association will not pay or reimburse the expenses of a party entitled to indemnification under the preceding sentence in advance of final disposition of the proceeding

unless (i) the Association authorizes the advance consistent with the requirements of the Act, and (ii) the person furnishes the Association a written agreement, consistent with the requirements of the Act, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by the Act for the indemnification.

2. The Association may, to the fullest extent permitted by applicable law, purchase and maintain insurance on behalf of any person described in Section 1 of this ARTICLE VIII against any liability asserted against the person and incurred by the person in that capacity or arising out of the person's status as such, whether or not the Association has the power to indemnify the person against liability.

ARTICLE IX.

These Articles of Incorporation may be amended, altered, changed, or repealed only by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the Association; provided, that in no event shall any amendment make changes in the qualification for membership or the voting rights of members without the unanimous consent of the membership.

ARTICLE X.

These Amended and Restated Articles of Incorporation were duly adopted on June 30, 2023 by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the Association. These Amended and Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation.

Signed this 19 day of October, 2023 by:



Melissa Mietzel
Its: President