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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

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AUG 29 2023

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EFFECTIVE DATE:

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ADMINISTRATOR
CORPORATIONS DIVISION

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: **Lexington Condo-Homes Association**

2. The identification number assigned by the Bureau is:

800834066

3. Articles II and X are deleted in their entirety and new Articles II, X, XI, XII, XIII and XIV are added as follows:

SEE ATTACHED ADDENDUM.

Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on 21st day of

August, 2023 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(3) of the Act.
- ☐ written consent of the members, shareholders or their proxies 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, shareholders or their proxies is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members or shareholders, shareholders, or their proxies 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(3) of the Act.
- ☐ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations

Signed this 23rd day of August, 2023

By Daniel Barnes
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Daniel Barnes President
(Type or Print Name) (Type or Print Title)

ARTICLE II

Purpose

The purposes for which the Corporation is organized are:

1. Management and Administration. To manage and administer the affairs and maintenance of Lexington Condo Homes (the "Condominium") and the Common Elements thereof, all to the extent set forth in the Condominium Documents for the Condominium.
2. Collecting Assessments. To collect assessments from the members of the Corporation and to use the proceeds for the purposes of the Corporation.
3. Insurance. To carry insurance and collect and allocate the proceeds of insurance.
4. Rebuild Improvements. To rebuild improvements after casualty, subject to the terms of the Condominium Documents.
5. Contract and Employ Persons. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Condominium.
6. Real or Personal Property. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property (including any Unit in the Condominium and any easements, rights-of-way and licenses) on behalf of the Corporation in furtherance of any of the purposes of the Corporation.
7. Borrow Money. To borrow money and issue evidence of indebtedness in furtherance of any and all of the purposes of the business of the Corporation, and to secure the same by mortgage, pledge, or other lien on property owned by the Corporation; provided, that any such action shall also be approved by affirmative vote of more than 50% of all members entitled to vote.
8. Assign Right to Future Income. To assign its right to future income, including the right to receive member assessment payments.
9. Rules and Regulations. To make rules and regulations in accordance with the Condominium Bylaws.
10. Committees. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Condominium and to delegate to such committees, or any specific Officers or Directors of the Corporation any functions or responsibilities which are not by law or the Condominium Documents required to be performed by the Board.
11. Enforce Documents. To enforce the provisions of the Condominium Documents.
12. Administrator. To do anything required of or permitted to the Corporation as administrator of the Condominium under the Condominium Documents.

13. General. 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, repair, replacement and operation of the Condominium and the Corporation.

ARTICLE X

Claims against Directors and Volunteer Officers; Assumption of Volunteer Liability by the Corporation

1. Claims against Directors and Volunteer Officers. Under all circumstances except those listed immediately below, no director or volunteer officer shall have liability to the Corporation, its shareholders, or Members for money damages for any action taken or failure to take any action as a director or volunteer officer. This provision cannot eliminate liability for:

- (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, its shareholders, or members;
- (c) A violation of section 551;
- (d) An intentional criminal act;
- (e) A liability imposed under section 497(a).

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 and volunteer officers 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 XI

Indemnification

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

1. **Individuals.** The Corporation shall indemnify every Director, officer and volunteer of the Corporation against all expenses and liabilities, including reasonable attorney fees and amounts paid in settlement incurred by or imposed upon the Director, officer or volunteer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director, officer or volunteer may be a party or in which they may become by reason of their being or having been a Director, officer or volunteer of the Corporation, whether or not they are a Director, officer or volunteer at the time such expenses are incurred, if the person acted in good faith and in a manner which they 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 their conduct was lawful; provided, however, 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 gross negligence or willful 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.

2. **Expenses.** To the extent that a Director, officer, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, and indemnification is granted, they 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 indemnification provided for herein.

3. **Determination of Right to Indemnification.** Except in a situation governed by Section 2, any indemnification under Section 1 (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 volunteer is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1. 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.

4. **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 volunteer 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.

5. 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 these Articles of Incorporation, the Condominium Documents, 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 volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

6. 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 volunteer of the Corporation, or is or was serving at the request of the Corporation as an unpaid, volunteer Director, volunteer officer, or volunteer of another corporation (whether nonprofit 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 Nonprofit Corporation Act.

To the extent that any provision of this Article conflicts with the provisions of Article X, the provisions of Article X shall control.

ARTICLE XII

Removal of Directors

At any annual or special meeting of the Corporation duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of a majority of those Members present at a meeting satisfying quorum, and a successor may then and there be elected to fill any vacancy created. The quorum required to elect any successor of a removed director shall be the normal quorum requirement set forth in the Bylaws. Any director whose removal had been proposed shall be given an opportunity to be heard at the meeting.

ARTICLE XIII

Action by Polling Place

1. Any action Members are required or permitted to take at any Corporation meeting (except for the election or removal of Directors), may be taken without a meeting if the Corporation provides a ballot to each Member that is entitled to vote that allows the Member to vote at a polling place or at polling places established by the Corporation that are reasonably accessible to the Members. The Corporation shall provide notice to each Member that is entitled to cast a ballot under this article within the same time and in the same manner provided for notice of meetings of Members under the Michigan Non-profit Corporation Act. The notice shall describe each proposed action that is included on the ballot, the location of the polling place or places, and the times when the polling

places are open. Nothing in this article shall preclude the calling or holding of an annual or special meeting of the Members.

2. A ballot authorized under this article shall describe each proposed action and provide an opportunity for a Member to vote for or against the action.

3. An action is considered approved by the Members by ballot under this article if the total number of Members that vote or the total number of votes cast by Members at the polling place or polling places during the period when the polls were open equals or exceeds the quorum required to be present at a meeting to take that action, and the number of favorable votes equals or exceeds the number of votes that would be required to take the action at a meeting at which the number of votes cast by Members present was the same as the number of votes cast by ballot. To the extent that the Michigan Condominium Act or Condominium Bylaws require a greater number of votes for any action of the Members, the number of votes required by the Michigan Condominium Act or bylaws shall control. A Member may not revoke a ballot cast at a polling place.

ARTICLE XIV

Action without Meeting

Any action that may be taken at a Corporation meeting (except for the election or removal of Directors) may be taken without a meeting by written vote or ballot of the Members. Written votes or ballots shall be solicited in the same manner as provided in the Corporation's Bylaws for the giving of notice of Corporation meetings. Such solicitations shall specify: (1) the proposed action; (2) that the Member can vote for or against any such proposed action; (3) the percentage of approvals necessary to approve the action; and (4) the time by which written votes must be received to be counted. Approval by written vote or ballot shall be constituted by receipt, within the time specified in the written vote or ballot, of a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting. Only the Board of Directors may initiate an action under this Section.