

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received <b>JUL 15 1993</b>	(FOR BUREAU USE ONLY)
<b>FILED</b>	

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City	

**JUL 28 1993**  
 Administrator  
 MICHIGAN DEPARTMENT OF COMMERCE  
 Corporation & Securities Bureau

EFFECTIVE DATE:

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

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

**For use by Domestic Corporations**

(Please read information and instructions on last page)

*Pursuant of 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 corporation identification number assigned by the Bureau is: 

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3. The location of the registered office is: 16673 E. Fifteen Mile RD  
 \_\_\_\_\_ Clinton Township \_\_\_\_\_, Michigan 48026  
(STREET ADDRESS) (CITY) (ZIP CODE)

4. Article X (new) \_\_\_\_\_ of the Articles of Incorporation is hereby amended to read as follows:

A volunteer Director shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as Director, except for liability:

1. For any breach of the Director's duty of loyalty to the corporation or its members;
2. For acts or omissions that are grossly negligent, not in good faith, or that involve intentional misconduct or knowing violation of law;
3. For violation of Section 551 (1) of the Michigan Business Corporation Act;
4. For any transaction from which the Director derived an improper personal benefit; and
5. For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce.

If, after the adoption of this Article by the members of the corporation, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a Director, then a Director of the Corporation (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding paragraph) shall not be liable to the corporation or its members to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article by the members of the corporation shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

*Handwritten signature/initials*

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a.  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)

b.  The foregoing amendment to the Articles of Incorporation was duly adopted on the 16th day of SEPTEMBER, 1992. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was 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 if a nonprofit corporation, and 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.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, and Section 407(2) of the Act if a profit corporation.

Signed this 29th day of JUNE, 1993.

By  William C. Soellner  
(ONLY SIGNATURE OF: PRESIDENT, VICE-PRESIDENT, CHAIRPERSON OR VICE-CHAIRPERSON)

WILLIAM C. Soellner President  
(TYPE OR PRINT NAME) (TYPE OR PRINT TITLE)

Name of Person or Organization  
Remitting Fees:

WAYNE G. WEGNER

Preparer's Name and Business  
Telephone Number:

WAYNE G. WEGNER

( 313 ) 884-7230

### INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box on the front as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation formed on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a non-profit corporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.

8. **FEES:** Filing Fee ..... \$10.00  
(Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order)  
Franchise fee for profit corporations (payable only if authorized shares have increased): each additional 20,000 authorized shares or portion thereof .....\$30.00

9. Mail form and fee to: The office is located at:  
 Michigan Department of Commerce 6546 Mercantile Way  
 Corporation and Securities Bureau Lansing, MI 48910  
 Corporation Division  
 P.O. Box 30054  
 Lansing, Michigan 48909-7554  
 Telephone: (517) 334-6302

