

511

03

JAN 28 2020

**BRIDGETOWN CONDOMINIUM ASSOCIATION****RESTATED NON-PROFIT****ARTICLES OF INCORPORATION**

FEB 21 2020

Tran Info  
24055458-1  
Chk # 23761  
\$10.00

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

The name of the corporation is: Bridgetown Condominium Association

The identification number assigned by the Bureau is: 800863009

Old ID #: 778216

All former names of the corporation are: none

The date of filing the original Articles of Incorporation was: 9/28/1987

**FILED**

FEB 25 2020

ADMINISTRATOR  
CORPORATIONS DIVISION

**The following Restated Non-Profit Articles of Incorporation, as amended, shall be the Articles of Incorporation for the Corporation.**

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is Bridgetown Condominium Association (hereinafter referred to as the "corporation")

**ARTICLE II  
PURPOSES**

The purposes for which the Corporation is formed are as follows:

- (a) To manage and administer the affairs of and to maintain Bridgetown Condominiums, a condominium (hereinafter called the "Condominium");
- (b) To administer and operate the Condominium in such a manner as might be required by all applicable local, state and federal laws, including, but not limited to, the National Fair Housing Act (Title VIII of the Civil Rights Act of 1968, as amended), and the Michigan Civil Rights Act;
- (c) 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;

LL

- (d) To carry insurance and to collect and allocate the proceeds thereof;
- (e) To rebuild improvements after casualty;
- (f) To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of said Corporation;
- (g) To make and enforce reasonable regulations concerning the use and enjoyment of said Condominium;
- (h) 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 Unit in the Condominium, for any purpose of providing benefit to the members of the Corporation and in furtherance of any of the purposes of the Corporation;
- (i) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure by mortgage, pledge or other lien;
- (j) To enforce the provisions of the Master Deed and Bylaws of the Condominium and of these Articles of Incorporation, and such Bylaws and Rules and Regulations of this Corporation as may hereinafter be adopted;
- (k) To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of Public Act of 1978, as amended;
- (l) To sue in all courts and to defend against any actions or suits brought against the Corporation or its Directors and Officers by any member of the Corporation or by any third party, and to participate in any and all actions and proceedings whether judicial, administrative, arbitative, or otherwise; and
- (m) 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 said Condominium and to the accomplishment of any of the purposes thereof.

### **ARTICLE III ADDRESSES**

The address of the registered office is: 220 Collingwood, Suite 230, Ann Arbor, MI 48103

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

### **ARTICLE IV RESIDENT AGENT**

The name of the resident agent of the Corporation is: Frank Gucker

**ARTICLE V  
BASIS OF ORGANIZATION AND ASSETS**

The corporation is organized on a nonstock, membership basis.

If organized on a nonstock basis, the description and value of its real property assets are: None

The corporation is to be financed under the following general plan:

Assessment of members

**ARTICLE VI  
EXISTENCE**

The term of corporate existence is perpetual.

**ARTICLE VII  
MEMBERSHIP AND VOTING**

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

- (a) Each Co-owner of a Unit in the Condominium shall be a member of the Corporation, and no other person or entity shall be entitled to membership.
- (b) Membership in the Corporation shall be established by acquisition of fee simple title or the interest of a land contract vendee as per MCL 559.106 (l) to a Unit in the Condominium 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 Unit and the furnishing of evidence of same satisfactory to the Corporation, the new Co-owner thereby becoming a member of the Corporation, and the membership of the prior Co-owner thereby being terminated.
- (c) The share of a member in the funds and assets of the Corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his Unit in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.



**ARTICLE VIII**  
**NONLIABILITY AND ASSUMPTION OF LIABILITY FOR**  
**VOLUNTEER DIRECTORS AND VOLUNTEER OFFICERS**

**Section 1. Elimination of Personal Liability for Volunteer Officers and Volunteer Directors.** To the extent permitted by law, a volunteer director or volunteer Officer of the Corporation shall not be personally liable to the Corporation or its members for monetary 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) for any breach of an Officer's or Director's duty of loyalty to the Corporation or its members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct, a knowing violation of the law, or which involve the intentional infliction of harm on the corporation, its shareholders, or members;
- (c) resulting from a violation of MCL 450.2551;
- (d) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (e) for any act or omission that is grossly negligent;
- (f) an intentional criminal act;
- (g) a liability imposed under section MCL 450.2497 (a).

Nothing contained in this Section 1 will be construed to extend the periods for the bringing of an action under any existing statutes of limitation, nor as a waiver of any defense which may be asserted on behalf of any volunteer.

**Section 2. Association's Assumption of Liability.** The Corporation assumes liability for all acts or omissions of a volunteer Director, volunteer Officer or other volunteer occurring on or after the effective date of these Restated Articles 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.

Nothing contained in the Section 2 will be construed to extend the periods for the bringing of an action under any existing statutes of limitation, nor as a waiver of any defense which may be asserted on behalf of any volunteer.

To the extent permitted by law, no person or entity may bring or maintain a claim for monetary damages against a volunteer Director or Officer for any liability assumed by the Corporation for that Director or Officer under Section 2 above; any such claims must be brought and maintained against the Corporation.

**Section 3. Amendments to Michigan Nonprofit Corporation Act.** If the Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Officers or Directors, then the liability of the Officers and Directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

**Section 4. Volunteer Liability in the Event of Amendment or Repeal of this Article.** Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of the volunteer Officers and Directors of the Corporation existing at the time of such repeal, modification or adoption.

**Section 5. Definition of "Volunteer."** For purposes of this Article, "volunteer Director" means a Director who does not receive anything of more than nominal value from the Corporation for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by the Director in their capacity as a Director. For purposes of the Article, "non-Director volunteer" or "volunteer" means an individual, other than a volunteer Director, performing services for a nonprofit corporation at the request or appointment of the Board of Directors who does not receive compensation or any other type of consideration for the services other than reimbursement for reasonable and necessary expenses actually incurred.

## ARTICLE IX AMENDMENTS TO ARTICLES OF INCORPORATION

These Restated Articles of Incorporation may be amended by the affirmative vote of a majority of the Members of the Corporation qualified, eligible and entitled to vote.

## ARTICLE X ENFORCEABILITY

The invalidity or unenforceability of any provision of these Articles will not affect the validity or enforceability of the remaining provisions of these Restated Articles of Incorporation.

*These amended and Restated Articles of Incorporation were adopted on October 1st, 2019 in accordance with the provisions of Section 641 of the Michigan Nonprofit Corporation Act, MCL 450.2641. These Amended and Restated Articles of Incorporation and were duly adopted by the vote of the members. The necessary votes were cast in favor of the Amended and Restated Articles of Incorporation.*

By:   
Scott Edward Allen  
Its: President