

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received

DEC 29 1992

FILED

FEB 8 1993

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Corporations

(Please read information and instructions on 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: St. Lawrence Estates Condominium Association

2. The corporation identification number (CID) assigned by the Bureau is:

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3. The location of its registered office is:

875 S. Main _____, Plymouth _____, Michigan 48170
(Street Address) (City) (ZIP Code)

4.a Article VI(b) of the Articles of Incorporation is hereby amended to read as follows:

(b) Membership in the Corporation shall be established by acquisition of title to a unit in the Condominium and by recording with the Register of Deeds in the County where the Condominium is located 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 (except that the Developer of the Condominium shall become a member immediately upon the establishment of the Condominium); the new Co-owner thereby becoming a member of the Corporation, and the membership of the prior Co-owner thereby being terminated.

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4.b Article VII is hereby added to the Articles of Incorporation to read as follows:

ARTICLE VII

Section 1. A volunteer director, as defined in Section 110(2) of Act No. 162 of the Public Acts of 1982, as amended, is not personally liable to the Corporation or its members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:

- (A) A breach of the director's duty of loyalty to the Corporation or its members.
- (B) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (C) A violation of Section 551(1) of Act No. 162 of the Public Acts of 1982, as amended.
- (D) A transaction from which the director derived an improper personal benefit.
- (E) An act or omission occurring before the effective date of this Amendment.
- (F) An act or omission that is grossly negligent.

Section 2. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director occurring on or after the effective date of this Amendment.

Section 3. If, after the adoption of this Article by the Corporation, the Michigan Nonprofit Corporation Act is amended to further limit or eliminate the liability of a volunteer director, then a volunteer director shall not be liable to the Corporation or its members as provided in the Michigan Nonprofit Corporation Act, as amended.

Section 4. No amendment, alteration, modification or repeal of this Article VII shall have any effect on the liability of any volunteer director of the Corporation with respect to any act or omission of such volunteer director occurring prior to such amendment, alteration, modification or repeal.

Section 5. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

4.c Article VIII is hereby added to the Articles of Incorporation to read as follows:

ARTICLE VIII

Any action which may be taken at a meeting of the members of the Corporation (except for the election or removal of directors) may be taken without a meeting by written ballot of the members. Ballots shall be solicited in the same manner as provided in the Bylaws for the Corporation for the giving of notice of meetings of members. Such solicitation shall specify:

- (a) The number of responses needed to meet the quorum requirements;
- (b) The percentage of approvals necessary to approve the action; and
- (c) The time by which ballots must be received in order to be counted.

The form of written ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the member specifies a choice, the vote shall be cast in accordance therewith. Approval by written ballot shall be constituted by receipt within the time period specified in the solicitation of:

- (i) a number of ballots which equals or exceeds the quorum which would be required if the action were taken at a meeting; and
- (ii) a number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of ballots cast.

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____

(Signatures of all incorporators; type or print name under each signature)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 24th day of November, 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. 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.

Signed this 7 day of December, 19 92

By James Steckel
(Signature)

James Steckel, President/Director

(Type or Print Name)

(Type or Print Title)

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.

Name of person or organization remitting fees:

Meisner and Hodgdon, P.C.

Meisner and Hodgdon, P.C.
30200 Telegraph Road, Suite 467
Bingham Farms, MI 48025-4506

Preparer's name and business telephone number:

Robert M. Meisner

(313) 644-4433

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 above 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 organized 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 all of the incorporators listed in Article V of the Articles of Incorporation. 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 (Make remittance payable to State of Michigan) \$10.00
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — ½ mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302