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## Park Wood Homeowners Association

February 15, 2013

Park Wood Homeowners:

We are pleased to mail you a copy of the RESTATED ARTICLES OF INCORPORATION for the Park Wood Homeowners Association. As you recall, the membership in attendance at the January 31, 2013 HOA meeting voted to adopt the restated Articles.

Please file the enclosed copy in the binder you received at the HOA meeting, under the tab with the original Articles of Incorporation.

Again, we ask that if you were to move out of your home please ensure this binder of valuable HOA information remains with your home for the new homeowner.

If you should have any questions, please feel free to contact a Board member.

### **Park Wood HOA Board**

President – Thomas Komarynski ( [parkwood55@comcast.net](mailto:parkwood55@comcast.net); 734-634-8129)

Vice President – Jessica Mauney ( [jessmauney@yahoo.com](mailto:jessmauney@yahoo.com); 248-437-0286)

Treasurer – Greg Gall ( [greggall@ameritech.net](mailto:greggall@ameritech.net) ; 248-446-1085)

Secretary – Laurie Donaldson ( [dnldsnlaurie@aol.com](mailto:dnldsnlaurie@aol.com); 248-486-8938)

***Michigan Department of Licensing and Regulatory Affairs***  
***Filing Endorsement***

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT***  
***for***  
***PARK WOOD HOMEOWNERS ASSOCIATION***

***ID NUMBER: 771092***

***received by facsimile transmission on February 7, 2013 is hereby endorsed***  
***Filed on February 11, 2013 by the Administrator.***

***The document is effective on the date filed, unless a***  
***subsequent effective date within 90 days after***  
***received date is stated in the document.***



***In testimony whereof, I have hereunto set my***  
***hand and affixed the Seal of the Department,***  
***in the City of Lansing, this 11TH day***  
***of February, 2013.***

A handwritten signature in black ink, appearing to read "A. Schaefer", is written over the printed name of the Director.

***Director***

***Bureau of Commercial Services***

FROM :

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BCS/CD-511 (Rev. 04/11)

| MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS<br>BUREAU OF COMMERCIAL SERVICES |  |                   |
|--|--|-------------------|
| Date Received  | (FOR BUREAU USE ONLY)  |                   |
|  | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |                   |
| Name<br>Madison Crest Business Law, PLLC   |  |                   |
| Address<br>P. O. Box 177   |  |                   |
| City<br>South Lyon   | State<br>MI  | ZIP Code<br>48178 |
|  |  | EFFECTIVE DATE:   |

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Nonprofit Corporations**  
(Please read information and instructions on the last page)

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

1. The present name of the corporation is: Park Wood Homeowners Association.
2. The identification number assigned by the Bureau is: 771-992.
3. All former names of the corporation are: NONE.
4. The date of filing the original Articles of Incorporation was: April 10, 2001.

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:*

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the corporation is: Park Wood Homeowners Association.

**ARTICLE II**  
**PURPOSE OF ORGANIZATION**

The purpose or purposes for which the corporation is organized are to serve as the homeowners association for Phases I, II and III of the Park Woods development and to do all things as permitted under the laws of the State of Michigan.

The purposes for which the corporation is formed also includes the following:

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- i. To manage, administer, maintain, repair, replace, preserve and improve certain common areas, parks, easements and facilities within the Park Woods development, a residential community located in Lyon Township, Michigan and comprised of one or more platted subdivisions, namely, Phase I, II and III, established within the development, as well as such lands, if any, which may hereafter be owned by the corporation for the benefit of its members;
- ii. To manage and administer the common affairs of the corporation;
- iii. To fix, levy and collect assessments against and from the members of the corporation and to use the proceeds thereof for the purposes of paying all expenses in connection with and incident to the conduct and affairs of the corporation, or as may be prescribed by the Declaration or the By-Laws;
- iv. To carry insurance and to collect and allocate the proceeds thereof;
- v. To rebuild improvements after casualty;
- vi. To contract for and employ persons, agents, representatives, firms or corporations to assist in the management, operation, maintenance and administration of the corporation;
- vii. To make and enforce reasonable rules and regulations concerning the use and enjoyment of the common areas, parks, easements, wetlands and facilities of the development;
- viii. To own, maintain, and improve, and to buy, sell, convey, assign, mortgage, or lease any real and personal property, including but not limited to, any lot located in the development, any easements or licenses or any other real property, for the purpose of providing benefit to the members of the corporation and in furtherance of any of the purposes of the corporation;
- ix. To represent the members of the corporation on matters of mutual interest before any governmental or administrative bodies, board or agencies;
- x. To enforce the provisions of any document for the corporation including but not limited to these Restated Articles of Incorporation, the Declaration, the By-Laws, and the covenants and easements recorded in connection with the establishment of the development;
- xi. 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 the corporation and to the accomplishment of any of the purposes thereof;
- xii. To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Michigan may now or hereafter have or exercise, and to exercise all powers and privileges and to perform all duties and

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obligations as such may be amended from time to time as set forth in these Restated Articles, the Declaration or the By-Laws.

**ARTICLE III  
BASIS OF ORGANIZATION AND ASSETS**

- 1. The corporation is organized on a non-stock basis.
- 2. If organized on a nonstock basis, the description and value of its real property assets are: None.  
And the description and value of its personal property assets are: None.
- 3. The corporation is to be financed by the following general plan: Assessment of members and/or lot owners.
- 4. The corporation is organized on a membership basis.

**ARTICLE IV  
RESIDENT AGENT**

- 1. The name of the resident agent is: THOMAS W. KOMARYNSKI.
- 2. The address of the registered office is: 21143 Greenbriar Lane, South Lyon, MI 48178.
- 3. The mailing address of the registered office is: 21143 Greenbriar Lane, South Lyon, MI 48178.

**ARTICLE V  
CORPORATE EXISTENCE**

The corporate existence shall be perpetual.

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## ARTICLE VI GOVERNING DOCUMENTS

The Park Wood Homeowners Association ("Association") is the homeowner organization for the Park Woods development, Phases I, II and III, located in Lyon Township, Oakland County, MI. The Association was formed pursuant to the Park Woods Declaration of Covenants, Conditions and Restrictions, As Recorded in Liber 257 Pages 25, 26, 27 and 28 O. C. R, and dated September 24, 1997, and recorded on December 8, 1997, in Liber 17860, Pages 738-770, Oakland County Register of Deeds, State of Michigan, as amended (hereinafter referred to as the "Declaration"). The owners of lots within the Park Woods Subdivision Phase #1, as recorded in Liber 257, Pages 25-28, Oakland County Register of Deeds, State of Michigan, as well as all of the owners of lots within Park Woods Subdivision Phase #2, as recorded in Liber 269, Pages 1-8, Oakland County Register of Deeds, State of Michigan, as well as all lots in Park Woods Subdivision Phase #3, recorded in Liber 286, Pages 26-29, Oakland County Register of Deeds, State of Michigan, are subject to and controlled by the same set of covenants, conditions, restrictions, homeowner association and like provisions, as evidenced by the Third Amendment to Declaration of Covenants, Conditions and Restrictions Regarding Park Woods Subdivisions, dated October 15, 2002, and recorded on January 12, 2004, in Liber 31847, Pages 013-030, Oakland County Register of Deeds, State of Michigan. The Declaration collectively governs Phases I, II and III of the Park Woods development and the Association formed under the original Articles of Incorporation filed on April 10, 2001, with the Corporation, Securities and Land Development Bureau, State of Michigan, and restated herein, and as may further be amended and restated from time to time, collectively manages Phases I, II and III of the Park Woods development.

## ARTICLE VII MEMBERSHIP

Membership in the corporation does not include persons or entities who hold an interest merely as security for the performance of an obligation unless such interest results in fee simple title ownership because of a foreclosure or other transfer of a lot. Membership in the corporation shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the corporation. The share of a member in the funds and assets of the corporation cannot be assigned, pledged, encumbered or transferred in any manner. Membership in the corporation is further discussed and defined in the Declaration, Article III.

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### **ARTICLE VIII GOVERNING BOARD**

The business affairs of the corporation shall be managed by a governing board as constituted by the Declaration and the By-Laws. The qualifications, powers, duties and tenure of a member of the governing board shall be prescribed and set forth in the By-Laws of the corporation. No member of the governing board shall be compensated whatsoever, in any form or manner, tangible or intangible, directly or indirectly, except such may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

### **ARTICLE IX NO BENEFIT TO ANY INDIVIDUAL OR MEMBER**

The corporation is not organized, nor shall it be operated, for the purpose of generating, directly or indirectly, any pecuniary gain or profit, or inurement to the benefit of any individual or member of the corporation.

### **ARTICLE X LIMITATION OF LIABILITY**

To the fullest extent permitted by law, as the same exists now or may hereafter be amended, no volunteer director or volunteer officer of the corporation shall be personally liable to the corporation or its members for monetary damages for any action taken or any failure to take any action or for a breach of the director's or officer's fiduciary duty. This Article does not eliminate or limit the liability of a director or an officer for those circumstances enumerated in MCL 450.2209(c)(i)-(vi), as may be amended from time to time.

No repeal, amendment, alteration or modification of this Article shall be effective as to any director or officer for actions or failures to act, or breach of fiduciary duty, occurring prior to the date of such repeal, amendment, alteration or modification unless such director or officer shall consent in writing to the applicability thereof in the specific case.

### **ARTICLE XI INDEMNIFICATION AS TO VOLUNTEERS**

To the fullest extent permitted by law, including but not limited to MCLA 450. 2209(e) (i-v), as the same exists now or may hereafter be amended, the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director,

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volunteer officer, or other volunteer if the following is met:

- i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- ii. The volunteer was acting in good faith;
- iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- iv. The volunteer's conduct was not an intentional tort;
- v. 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 MCL 500.3135.

#### ARTICLE XII COMPROMISE OR PLAN OF REORGANIZATION

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within this state, on application of this corporation or of a creditor thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors.



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These Restated Articles of Incorporation were duly adopted on the 31<sup>st</sup> day of January, 2013, in accordance with the provisions of section 642 of the Act at the Annual Meeting of the Members. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and:

(a) were duly adopted by the shareholders, members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 31<sup>st</sup> day of January, 2013<sup>th</sup>

By:   
Thomas W. Komarynski  
President  
Park Wood Homeowners Association

**THE END**